Edgar Filing: MSC INDUSTRIAL DIRECT CO INC - Form 4

MSC INDU Form 4 May 01, 200	STRIAL DIREC	Г CO INC								
									OMB AF	PPROVAL
FORM	UNITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287
Check th if no lon subject to Section Form 4 of Form 5 obligation may con <i>See</i> Instru 1(b).	Section 1 Public U	GES IN SECUR 6(a) of the tility Hole vestment	Expires: January 3 200 Estimated average burden hours per response 0.							
(Print or Type	Responses)									
	Address of Reporting N MITCHELL	Person <u>*</u>	Symbol	r Name and NDUSTRI [SM]			-0	5. Relationship of Issuer (Check	Reporting Pers	
	(First) (JSTRIAL DIREC AXESS ROAD	Middle) T CO.,	3. Date of (Month/E 04/27/2	-	ansaction			X Director Officer (give t below)	Litle Other below)	6 Owner er (specify
MELVILL	(Street) E, NY 11747			ndment, Da nth/Day/Year	-			6. Individual or Joi Applicable Line) _X_ Form filed by O Form filed by M Person	ne Reporting Pe	rson
(City)	(State)	(Zip)	Tabl	e I - Non-D) erivative (Securi		iired, Disposed of,	or Beneficial	lv Owned
1.Title of Security (Instr. 3)	1.Title of2. Transaction Date2A. DeemedSecurity(Month/Day/Year)Execution Date, if		3. Transactio Code (Instr. 8)	B.4. Securities Acquired5. Amount ofGransaction(A) or Disposed of (D)SecuritiesCode(Instr. 3, 4 and 5)Beneficially			6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect		
Class A Common Stock				Couc	7 mount		Thee	130,169	D	
Class A Common Stock	04/27/2006			S	20,300	D	\$ 52.3	108,251	Ι	By trust
Class A Common Stock	04/27/2006			S	100	D	\$ 52.31	108,151	Ι	By trust
Class A	04/27/2006			S	100	D	\$	108,051	Ι	By trust

Common Stock					52.32			
Class A Common Stock	04/27/2006	S	8,150	D	\$ 52.35	99,901	I	By trust
Class A Common Stock	04/27/2006	S	250	D	\$ 52.36	99,651	Ι	By trust
Class A Common Stock	04/27/2006	S	350	D	\$ 52.37	99,301	Ι	By trust
Class A Common Stock	04/27/2006	S	1,000	D	\$ 52.38	98,301	Ι	By trust
Class A Common Stock	04/27/2006	S	2,150	D	\$ 52.39	96,151	Ι	By trust
Class A Common Stock	04/27/2006	S	800	D	\$ 52.4	95,351	I	By trust
Class A Common Stock	04/27/2006	S	300	D	\$ 52.41	95,051	Ι	By trust
Class A Common Stock	04/27/2006	S	100	D	\$ 52.42	94,951	Ι	By trust
Class A Common Stock	04/27/2006	S	450	D	\$ 52.43	94,501	Ι	By trust
Class A Common Stock	04/27/2006	S	450	D	\$ 52.44	94,051	I	By trust

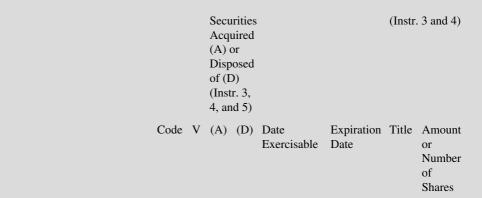
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti/	onNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene

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Reporting Owners

Derivative

Security

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JACOBSON MITCHELL MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	Х	Х					
Signatures							
/s/ J. Robert Small, Attorney-in-Fact	05/01/200	6					
**Signature of Reporting Person	Date						

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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