

MSC INDUSTRIAL DIRECT CO INC

Form 4

April 24, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JACOBSON MITCHELL

2. Issuer Name **and** Ticker or Trading
Symbol
MSC INDUSTRIAL DIRECT CO
INC [MSM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

MSC INDUSTRIAL DIRECT CO.,
INC., 75 MAXESS ROAD

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Class A Common Stock							130,169	D	
Class A Common Stock	04/20/2006		S		82	D \$ 53.11	238,033	I <u>(1)</u>	By trust
Class A Common Stock	04/20/2006		S		205	D \$ 53.12	237,828	I <u>(1)</u>	By trust
Class A Common Stock	04/20/2006		S		287	D \$	237,541	I <u>(1)</u>	By trust

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Common Stock						53.13			
Class A Common Stock	04/20/2006	S	246	D	\$ 53.14	237,295	I ⁽¹⁾	By trust	
Class A Common Stock	04/20/2006	S	533	D	\$ 53.15	236,762	I ⁽¹⁾	By trust	
Class A Common Stock	04/20/2006	S	574	D	\$ 53.16	236,188	I ⁽¹⁾	By trust	
Class A Common Stock	04/20/2006	S	41	D	\$ 53.17	236,147	I ⁽¹⁾	By trust	
Class A Common Stock	04/20/2006	S	246	D	\$ 53.18	235,901	I ⁽¹⁾	By trust	
Class A Common Stock	04/20/2006	S	820	D	\$ 53.2	235,081	I ⁽¹⁾	By trust	
Class A Common Stock	04/20/2006	S	82	D	\$ 53.21	234,999	I ⁽¹⁾	By trust	

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JACOBSON MITCHELL MSC INDUSTRIAL DIRECT CO., INC. 75 MAXESS ROAD MELVILLE, NY 11747	X	X		

Signatures

/s/ J. Robert Small,
Attorney-in-Fact

04/24/2006

__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).

The Reporting Person may be deemed to beneficially own such shares as Settlor and Trustee of the Mitchell L. Jacobson 2005 Grantor (1) Retained Annuity Trust #2 (the "Jacobson 2005 GRAT 2"). The Reporting Person disclaims beneficial ownership of the shares held by the Jacobson 2005 GRAT 2.

Remarks:

2 of 2 Form 4's

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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