MSC INDUSTRIAL DIRECT CO INC

Form 4 April 05, 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

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

OMB APPROVAL

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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

1(b).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * COX THOMAS			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)	(Month/D	3. Date of Earliest Transaction (Month/Day/Year) 04/03/2006					Director 10% Owner _X Officer (give title Other (specify below) EVP of Sales			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tabl	e I - Non	n-D	erivative	Secui	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution	emed on Date, if 'Day/Year)	Code (Instr. 8	8)	on(A) or D	ities Acquired isposed of (D) 4 and 5) (A) or (D) Price		5. Amount of Securities Form: Direct (D) or Owned Indirect (I) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Class A Common Stock, \$.001 par value (1)	04/03/2006			S		1,600	D	\$ 53.31	24,119	D		
Class A Common Stock, \$.001 par value (1)	04/03/2006			S		300	D	\$ 53.35	23,819	D		
Class A Common	04/03/2006			S		200	D	\$ 53.36	23,619	D		

Stock, \$.001 par value (1)							
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	400	D	\$ 53.37	23,219	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	100	D	\$ 53.49	23,119	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	800	D	\$ 53.5	22,319	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	400	D	\$ 53.51	21,919	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	300	D	\$ 53.52	21,619	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	100	D	\$ 53.53	21,519	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	100	D	\$ 53.54	21,419	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	1,600	D	\$ 53.55	19,819	D
Class A Common Stock,	04/03/2006	S	600	D	\$ 53.56	19,219	D

\$.001 par value (1)							
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	300	D	\$ 53.57	18,919	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	300	D	\$ 53.58	18,619	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	600	D	\$ 53.59	18,019	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	800	D	\$ 53.6	17,219	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	300	D	\$ 53.61	16,919	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	800	D	\$ 53.74	16,119	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	400	D	\$ 53.75	15,719	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	600	D	\$ 53.76	15,119	D
Class A Common Stock, \$.001 par	04/03/2006	S	200	D	\$ 53.77	14,919	D

value (1)							
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	300	D	\$ 53.81	14,619	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	100	D	\$ 53.82	14,519	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	300	D	\$ 53.83	14,219	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	500	D	\$ 53.85	13,719	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	100	D	\$ 53.86	13,619	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	100	D	\$ 53.91	13,519	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	300	D	\$ 53.95	13,219	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	100	D	\$ 53.96	13,119	D
Class A Common Stock, \$.001 par value (1)	04/03/2006	S	200	D	\$ 53.97	12,919	D

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

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(9-02)

9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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 Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships
Nebulung Owner Name / Audress	

Director 10% Owner Officer Other

COX THOMAS

EVP of Sales

Signatures

/s/ Thomas Cox 04/05/2006 **Signature of Date Reporting Person

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).

Because the SEC's electronic filing system does not allow for the disclosure of more than 30 transactions on one Form 4, the Reporting

(1) Person is filing 3 simultaneous Form 4's to report his reportable transactions all of which together shall be deemed a single report filed on this date. This is the 2nd Form 4 of the 3 filings

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.

Reporting Owners 5