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MSC INDUSTRIAL DIRECT CO INC Form 4 April 13, 2006 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading JACOBSON MITCHELL Issuer Symbol MSC INDUSTRIAL DIRECT CO (Check all applicable) INC [MSM] (Middle) (Last) (First) 3. Date of Earliest Transaction X_ Director X__ 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) MSC INDUSTRIAL DIRECT CO., 04/12/2006 INC., 75 MAXESS ROAD (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting MELVILLE, NY 11747 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 5. Amount of 6. Ownership 7. Nature of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) Class A Common 130,169 D Stock Class A I (1) Common S 04/12/2006 5.084 D \$51 By trust 462,713 Stock Class A \$ Common 04/12/2006 S 2.378 D 460,335 I (1) By trust 51.01 Stock Class A S 459,064 I (1) 04/12/2006 1.271 D \$ By trust

Common Stock					51.02			
Class A Common Stock	04/12/2006	S	779	D	\$ 51.03	458,285	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	451	D	\$ 51.04	457,834	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	2,214	D	\$ 51.05	455,620	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	656	D	\$ 51.06	454,964	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	41	D	\$ 51.07	454,923	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	861	D	\$ 51.08	454,062	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	164	D	\$ 51.09	453,898	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	1,353	D	\$ 51.1	452,545	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	656	D	\$ 51.11	451,889	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	164	D	\$ 51.14	451,725	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	82	D	\$ 51.15	451,643	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	41	D	\$ 51.16	451,602	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	123	D	\$ 51.17	451,479	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	164	D	\$ 51.18	451,315	I <u>(1)</u>	By trust

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Class A Common Stock	04/12/2006	S	123	D	\$ 51.19	451,192	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	328	D	\$ 51.2	450,864	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	164	D	\$ 51.21	450,700	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	246	D	\$ 51.22	450,454	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	615	D	\$ 51.24	449,839	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	1,476	D	\$ 51.25	448,363	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	410	D	\$ 51.26	447,953	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	861	D	\$ 51.27	447,092	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	656	D	\$ 51.28	446,436	I <u>(1)</u>	By trust
Class A Common Stock	04/12/2006	S	410	D	\$ 51.29	446,026	I <u>(1)</u>	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	orNumber	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
	Derivative				Securities	5	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo

Disposed

(Instr. 3,

of (D)

Trans (Instr

4, and 5) Code V (A) (D) Date Expiration Title Amount Exercisable Date or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g	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	04/13/200	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).

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.

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.