MSC INDUSTRIAL DIRECT CO INC Form 4 April 20, 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 **BOEHLKE CHARLES A JR** Issuer Symbol MSC INDUSTRIAL DIRECT CO (Check all applicable) INC [MSM] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_ Director 10% Owner X\_Officer (give title Other (specify (Month/Day/Year) below) below) C/O MSC INDUSTRIAL DIRECT 04/18/2006 Executive Vice President & CFO CO INC, 75 MAXES 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 4. Securities Acquired (A) 1.Title of 2. Transaction Date 2A. Deemed 3. 5. Amount of 6. 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) any Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) Owned Direct (D) Ownership (Instr. 8) or Indirect Following (Instr. 4) Reported  $(\mathbf{I})$ (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) (D) Code V Amount Price Class A Common 14,000 Stock, 04/18/2006 M Α 46,339 D 18.6875 \$.001 par value Class A Common Stock. 04/18/2006 S 300 D \$ 52.21 46,039 D \$.001 par value 04/18/2006 S 6,700 D \$ 52.22 39.339 D

Class A Common Stock, \$.001 par value							
Class A Common Stock, \$.001 par value	04/18/2006	S	1,700	D	\$ 52.23	37,639	D
Class A Common Stock, \$.001 par value	04/18/2006	S	200	D	\$ 52.24	37,439	D
Class A Common Stock, \$.001 par value	04/18/2006	S	400	D	\$ 52.25	37,039	D
Class A Common Stock, \$.001 par value	04/18/2006	S	3,700	D	\$ 52.26	33,339	D
Class A Common Stock, \$.001 par value	04/18/2006	S	200	D	\$ 52.29	33,139	D
Class A Common Stock, \$.001 par value	04/18/2006	S	100	D	\$ 52.3	33,039	D
Class A Common Stock, \$.001 par value	04/18/2006	S	100	D	\$ 52.31	32,939	D
Class A Common Stock, \$.001 par value	04/18/2006	S	600	D	\$ 52.33	32,339	D

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

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# 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. N	umber of	6. Date Exer	cisable and	7. Title and	Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDeri	vative	Expiration D	ate	Underlying	Securities	Γ
Security	or Exercise		any	Code	Securities		(Month/Day/Year)		(Instr. 3 and 4)		S
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	uired (A)					(
	Derivative				or D	isposed of					
	Security				(D)						
					(Instr. 3, 4,						
					and :	5)					
										Amount	
							Date	Expiration	Title	or	
							Exercisable	Date	The	Number	
				Code V	(A)	(D)				of Shares	
Options									See		
(right to	\$ 18.6875	04/18/2006		М		14,000	(2)	06/19/2010	Footnote	14,000	
buy) (1)									(3)		

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
BOEHLKE CHARLES A JR C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXES ROAD MELVILLE, NY 11747		Х		Executive Vice President & CFO				
Signatures								
/s/ Charles A. Boehlke Jr.	04/18/2006							

\*\*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).
- (1) Options to Purchase Issuer's Class A common stock, \$.001 par value

An option to purchase 125,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under
(2) the Issuer's 1998 Stock Option Plan. One fifth of such option became exercisable on each of June 19, 2001, June 19, 2002, June 19, 2003, June 19, 2004, and June 19, 2005.

(3) Class A common stock, \$.001 par value

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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