

MSC INDUSTRIAL DIRECT CO INC  
Form 4  
November 23, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GERSHWIND MARJORIE

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)  
11/22/2005

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

C/O MSC INDUSTRIAL DIRECT CO., INC., 75 MAXESS ROAD

(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

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)
				(A) or (D)	Price		
				Code	V	Amount	
Class A Common Stock	11/22/2005		S	12,500	D	\$ 39	130,680 D
Class A Common Stock	11/22/2005		S	500	D	\$ 39.02	130,180 D
Class A Common Stock	11/22/2005		S	1,700	D	\$ 39.03	128,480 D
Class A Common Stock	11/22/2005		S	2,200	D	\$	126,280 D

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Common Stock						39.04		
Class A Common Stock	11/22/2005	S	1,100	D	\$ 39.05	125,180	D	
Class A Common Stock	11/22/2005	S	800	D	\$ 39.07	124,380	D	
Class A Common Stock	11/22/2005	S	100	D	\$ 39.08	124,280	D	
Class A Common Stock	11/22/2005	S	200	D	\$ 39.09	124,080	D	
Class A Common Stock	11/22/2005	S	2,800	D	\$ 39.1	121,280	D	
Class A Common Stock	11/22/2005	S	1,300	D	\$ 39.11	119,980	D	
Class A Common Stock	11/22/2005	S	1,100	D	\$ 39.12	118,880	D	
Class A Common Stock	11/22/2005	S	600	D	\$ 39.13	118,280	D	
Class A Common Stock	11/22/2005	S	3,100	D	\$ 39.14	115,180	D	
Class A Common Stock	11/22/2005	S	23,300	D	\$ 39.15	91,880	D	
Class A Common Stock	11/22/2005	S	600	D	\$ 39.16	91,280	D	
Class A Common Stock	11/22/2005	S	900	D	\$ 39.17	90,380	D	
Class A Common Stock	11/22/2005	S	1,800	D	\$ 39.18	88,580	D	
Class A Common Stock	11/22/2005	S	800	D	\$ 39.19	87,780	D	

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Class A Common Stock	11/22/2005	S	100	D	\$ 39.2	87,680	D
Class A Common Stock	11/22/2005	S	200	D	\$ 39.22	87,480	D
Class A Common Stock	11/22/2005	S	200	D	\$ 39.26	87,280	D
Class A Common Stock	11/22/2005	S	1,000	D	\$ 39.28	86,280	D
Class A Common Stock	11/22/2005	S	500	D	\$ 39.32	85,780	D
Class A Common Stock	11/22/2005	S	900	D	\$ 39.33	84,880	D
Class A Common Stock	11/22/2005	S	400	D	\$ 39.34	84,480	D
Class A Common Stock	11/22/2005	S	1,300	D	\$ 39.35	83,180	D
Class A Common Stock	11/22/2005	S	1,900	D	\$ 39.39	81,280	D
Class A Common Stock	11/22/2005	S	3,900	D	\$ 39.4	77,380	D
Class A Common Stock	11/22/2005	S	1,100	D	\$ 39.43	76,280	D
Class A Common Stock	11/22/2005	S	1,400	D	\$ 39.45	74,880	D

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)

