

MSC INDUSTRIAL DIRECT CO INC
 Form 4
 October 24, 2006

FORM 4

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

OMB APPROVAL

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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 *
ECCLESTON 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)

3. Date of Earliest Transaction (Month/Day/Year)
10/23/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP of Plant & Equip and Sec

C/O MSC INDUSTRIAL DIRECT CO INC, 75 MAXESS RD

(Street)

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

MLEVILLE, 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock, \$.001 par value | 10/23/2006 | | M | 3,200 A \$ 14.5 | 6,985 | D | |
| Class A Common Stock, \$.001 par value | 10/23/2006 | | M | 1,400 A \$ 23.41 | 8,385 | D | |
| | 10/23/2006 | | S | 1,200 D | 7,185 | D | |

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| | | | | | | | | |
|--|------------|---|-------|---|-------------|-------------|---|--|
| Class A Common Stock, \$.001 par value | | | | | | \$ 42.69 | | |
| Class A Common Stock, \$.001 par value | 10/23/2006 | S | 100 | D | \$ 42.78 | 7,085 | D | |
| Class A Common Stock, \$.001 par value | 10/23/2006 | S | 400 | D | \$ 42.27 | 6,685 | D | |
| Class A Common Stock, \$.001 par value | 10/23/2006 | S | 100 | D | \$ 42.22 | 6,585 | D | |
| Class A Common Stock, \$.001 par value | 10/23/2006 | S | 500 | D | \$ 42.2 | 6,085 | D | |
| Class A Common Stock, \$.001 par value | 10/23/2006 | S | 2,300 | D | \$ 42.15 | 3,785 | 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)

| 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. P Der Sec (Ins |
|---|--|---|---|--------------------------------------|---|--|--|----------------------------|
|---|--|---|---|--------------------------------------|---|--|--|----------------------------|

| | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
|---|----------|------------|------|---|---------------------|--------------------|------------|--|-------------------------------|-------|
| | | | Code | V | (A) | (D) | | | | |
| Options (right to buy) <u>(1)</u> | \$ 14.5 | 10/23/2006 | M | | | 3,200 | <u>(2)</u> | 09/21/2011 | See Footnote <u>(4)</u> | 3,200 |
| Options (right to buy) <u>(1)</u> | \$ 23.41 | 10/23/2006 | M | | | 1,400 | <u>(3)</u> | 10/19/2013 | See Footnote <u>(4)</u> | 1,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| ECCLESTON THOMAS C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS RD MLEVILLE, NY 11747 | | | VP of Plant & Equip and Sec | |

Signatures

/s/ Thomas
Eccleston

10/24/2006

**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).

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

An option to purchase 16,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 2001 Stock Option Plan. One-fifth of such option became exercisable on each of September 21, 2002, September 21, 2003, September 21, 2004, September 21, 2005 and September 21, 2006.

An option to purchase 7,000 shares of the Issuer's common stock, par value \$.001 per share, was issued to the Reporting person under the Issuer's 2001 Stock Option Plan. One-fifth of such option became exercisable on each of October 20, 2004, October 20, 2005 and October 20, 2006. The balance of such option becomes exercisable in one fifth installments on each of October 20, 2007 and October 20, 2008.

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

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