

MSC INDUSTRIAL DIRECT CO INC

Form 4

November 23, 2005

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
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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
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(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)
			Code	V	Amount	(A) or (D)	Price			
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	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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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GERSHWIND MARJORIE
C/O MSC INDUSTRIAL DIRECT CO., INC.
75 MAXESS ROAD
MELVILLE, NY 11747

X

Signatures

/s/ J. Robert Small,
Attorney-in-Fact

11/23/2005

**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).

Remarks:

1 of 2 Forms 4

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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