GERSHWIND ERIK
Form 3
January 05, 2006

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â GERSHWIND ERIK
(Last) (First) (Middle)

C/O MSC INDUSTRIAL DIRECT CO INC,Â 75 MAXESS ROAD
(Street)

MELVILLE,Â NYÂ 11747
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/27/2005

3. Issuer Name **and** Ticker or Trading Symbol
MSC INDUSTRIAL DIRECT CO INC [MSM]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
SVP, Prod Mgmt & Marketing

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock, $.001 par value	2,557	D	Â
Class B Common Stock, $.001 par value	1,421,703	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Options (right to buy) (1)	Â (2)	04/28/2007	Class A Common Stock, $.001 par value	2,000	$ 15.25	D	Â
Options (right to buy) (1)	Â (3)	11/19/2007	Class A Common Stock, $.001 par value	6,000	$ 19	D	Â
Options (right to buy) (1)	Â (4)	10/14/2008	Class A Common Stock, $.001 par value	6,000	$ 14.25	D	Â
Options (right to buy) (1)	Â (5)	10/19/2009	Class A Common Stock, $.001 par value	40,000	$ 7.75	D	Â
Options (right to buy) (1)	Â (6)	11/09/2010	Class A Common Stock, $.001 par value	10,000	$ 13.9375	D	Â
Options (right to buy) (1)	Â (7)	09/21/2011	Class A Common Stock, $.001 par value	10,000	$ 14.5	D	Â
Options (right to buy) (1)	Â (8)	10/19/2013	Class A Common Stock, $.001 par value	8,500	$ 23.41	D	Â
Options (right to buy) (1)	Â (9)	10/25/2011	Class A Common Stock, $.001 par value	11,000	$ 32.4	D	Â
Options (right to buy) (1)	Â (10)	10/20/2012		13,500	$ 37.45	D	Â

Class A Common Stock, $.001 par value

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GERSHWIND ERIK C/O MSC INDUSTRIAL DIRECT CO INC 75 MAXESS ROAD MELVILLE,Â NYÂ 11747	Â	Â	Â SVP, Prod Mgmt & Marketing	Â

Signatures

/s/ Erik Gershwind	01/05/2006
**Signature of Reporting Person	Date

Explanation of Responses:

*	If the form is filed by more than one reporting person, *see* Instruction 5(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
(2)	An option to purchase 2,000 shares of the Issuer's common stock, par value $.001 per share, was issued to the Reporting person under the Issuer's 1995 Stock Option Plan. One-fifth of such option became exercisable on each of April 28, 1998, April 28, 1999, April 28, 2000, April 28, 2001 and April 28, 2002.
(3)	An option to purchase 6,000 shares of the Issuer's common stock, par value $.001 per share, was issued to the Reporting person under the Issuer's 1995 Stock Option Plan. One-fifth of such option became exercisable on each of November 19, 1998, November 19, 1999, November 19, 2000, November 19, 2001 and November 19, 2002.
(4)	An option to purchase 6,000 shares of the Issuer's common stock, par value $.001 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of October 14, 1999, October 14, 2000, October 14, 2001, October 14, 2002 and October 14, 2003.
(5)	An option to purchase 40,000 shares of the Issuer's common stock, par value $.001 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of October 19, 2000, October 19, 2001, October 19, 2002, October 19, 2003 and October 19, 2004.
(6)	An option to purchase 10,000 shares of the Issuer's common stock, par value $.001 per share, was issued to the Reporting person under the Issuer's 1998 Stock Option Plan. One-fifth of such option became exercisable on each of November 9, 2001, November 9, 2002, November 9, 2003, November 9, 2004 and November 9, 2005.
(7)	An option to purchase 10,000 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 and September 21, 2005. The balance of such option becomes exercisable in one-fifth on September 21, 2006.
(8)	An option to purchase 8,500 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 and October 20, 2005. The balance of such option becomes exercisable in one-fifth on each of October 20, 2006, October 20, 2007 and October 20, 2008.
(9)	An option to purchase 11,000 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-fourth of such option became exercisable on October 26, 2005. The balance of such option becomes exercisable in one-fourth on each of October 26, 2006, October 26, 2007 and October 26, 2008.

(10) An option to purchase 13,500 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. The option becomes exercisable in one-fourth on each of October 21, 2006, October 21, 2007, October 21, 2008 and October 21, 2009.

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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