

McGuire Eileen  
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 *             |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â McGuire Eileen                                      |          | (Month/Day/Year)                     | MSC INDUSTRIAL DIRECT CO INC [MSM]                                     |  |
| (Last)  | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |          | 12/27/2005                           |  |  |
| C/O MSC INDUSTRIAL DIRECT CO., INC., Â 75 MAXESS ROAD |          |                                      | (Check all applicable)   |  |
|   | (Street) |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|   |          |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|   |          |                                      | (give title below) (specify below)                                     |  |
|   |          |                                      | SVP, Human Resources   |  |
| MELVILLE, Â NY Â 11747                                |          |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
| (City)  | (State)  | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |          |                                      | <input type="checkbox"/> 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 | 6,604   | 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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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|  | Date Exercisable | Expiration Date | Title                                  | Amount or Number of Shares | Security   | Direct (D) or Indirect (I) (Instr. 5) |           |
|--|------------------|-----------------|--|----------------------------|------------|---------------------------------------|-----------|
| Options (right to buy) <sup>(1)</sup> $\hat{A}$ <sup>(2)</sup> |                  | 11/09/2010      | Class A Common Stock, \$.001 par value | 11,724                     | \$ 13.9375 | D                                     | $\hat{A}$ |
| Options (right to buy) <sup>(1)</sup> $\hat{A}$ <sup>(3)</sup> |                  | 09/21/2011      | Class A Common Stock, \$.001 par value | 40,000                     | \$ 14.5    | D                                     | $\hat{A}$ |
| Options (right to buy) <sup>(1)</sup> $\hat{A}$ <sup>(4)</sup> |                  | 10/19/2013      | Class A Common Stock, \$.001 par value | 20,000                     | \$ 23.41   | D                                     | $\hat{A}$ |
| Options (right to buy) <sup>(1)</sup> $\hat{A}$ <sup>(5)</sup> |                  | 10/25/2011      | Class A Common Stock, \$.001 par value | 15,500                     | \$ 32.4    | D                                     | $\hat{A}$ |
| Options (right to buy) <sup>(1)</sup> $\hat{A}$ <sup>(6)</sup> |                  | 10/20/2012      | Class A Common Stock, \$.001 par value | 17,000                     | \$ 37.45   | D                                     | $\hat{A}$ |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                |           |
|---|---------------|-----------|--------------------------------|-----------|
|   | Director      | 10% Owner | Officer                        | Other     |
| McGuire Eileen<br>C/O MSC INDUSTRIAL DIRECT CO., INC.<br>75 MAXESS ROAD<br>MELVILLE, NY 11747 | $\hat{A}$     | $\hat{A}$ | $\hat{A}$ SVP, Human Resources | $\hat{A}$ |

## Signatures

/s/ Eileen McGuire 01/03/2006

\*\*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

An option to purchase 30,000 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.

(3) 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 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.

(4) An option to purchase 20,000 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 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.

(5) An option to purchase 15,500 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-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.

(6) An option to purchase 17,000 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. 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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