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INDUSTRIAL DISTRIBUTION GROUP INC

Form 4 June 15, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHEARER ANDREW B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INDUSTRIAL DISTRIBUTION **GROUP INC [IDGR]**

(Check all applicable)

(Last) (First)

(Middle)

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

_X__ Director Officer (give title

10% Owner Other (specify

950 E. PACES FERRY RD., STE.

(Street)

1575

4. If Amendment, Date Original

06/13/2006

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

below)

ATLANTA, GA 30326

(City)	(State)	(Zip) Tabl	e I - Non-D	erivative)	Secur	rities Acqu	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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)
Common Stock	06/13/2006		Code V A	Amount 3,900	(D)	Price \$ 6.438	587,992	D	
Common Stock	06/13/2006		S	700	D	\$ 9.43	587,292	D	
Common Stock	06/13/2006		S	200	D	\$ 9.44	587,092	D	
Common Stock	06/13/2006		S	700	D	\$ 9.46	586,392	D	
Common Stock	06/13/2006		S	1,700	D	\$ 9.5	584,692	D	

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Common	06/13/2006	S	200	D	\$ 9.52	584,492	D
Stock							
Common Stock	06/13/2006	S	200	D	\$ 9.53	584,292	D
Common Stock	06/13/2006	S	200	D	\$ 9.55	584,092	D
Common Stock	06/14/2006	A	3,900	A	\$ 6.438	587,992	D
Common Stock	06/14/2006	S	300	D	\$ 9.4	587,692	D
Common Stock	06/14/2006	S	1,700	D	\$ 9.42	585,992	D
Common Stock	06/14/2006	S	200	D	\$ 9.43	585,792	D
Common Stock	06/14/2006	S	200	D	\$ 9.45	585,592	D
Common Stock	06/14/2006	S	201	D	\$ 9.46	585,391	D
Common Stock	06/14/2006	S	800	D	\$ 9.48	584,591	D
Common Stock	06/14/2006	S	300	D	\$ 9.5	584,291	D
Common Stock	06/14/2006	S	199	D	\$ 9.52	584,092	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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number on Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
	Derivative Security				(A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or

Nui of

Non-Qualified Stock Option (right to buy)	\$ 6.438	06/13/2006	>	X	3,900	<u>(1)</u>	12/31/2006(2)	Common Stock	3,9
Non-Qualified Stock Option (right to buy)	\$ 6.438	06/14/2006	2	X	3,900	<u>(1)</u>	12/31/2006(2)	Common Stock	3,9

Reporting Owners

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
SHEARER ANDREW B 950 E. PACES FERRY RD. STE. 1575 ATLANTA, GA 30326	X						

Signatures

Jack P. Healey, Attorney-in-Fact 06/15/2006

**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) The options were granted on 3/4/1999 and vested in three equal installments on each of the first three anniversaries of the date of grant.
- The original expiration date for these stock options was 3/4/2009, but has been accelerated, as reflected in the table above, in connection with Mr. Shearer's previously reported November 2005 resignation as Chief Executive Officer of the Company.
- (3) Not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3