#### Edgar Filing: INDUSTRIAL DISTRIBUTION GROUP INC - Form 4

#### INDUSTRIAL DISTRIBUTION GROUP INC

Form 4 June 19, 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

0.5

Estimated average

**OMB APPROVAL** 

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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 INDUSTRIAL DISTRIBUTION GROUP INC [IDGR]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last) (First) (Middle)  950 E. PACES FERRY RD., STE. 1575	3. Date of Earliest Transaction (Month/Day/Year) 06/15/2006	X Director 10% Owner Officer (give title below) Other (specify below)		
(Street) ATLANTA, GA 30326	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		

(City)	(State)	(Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	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. Transactic Code (Instr. 8)	4. Securion(A) or Do (Instr. 3,	ispose 4 and	d of (D)	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	06/15/2006		A	8,800	A	\$ 6.438	592,892	D	
Common Stock	06/15/2006		S	89	D	\$ 9.22	592,803	D	
Common Stock	06/15/2006		S	300	D	\$ 9.3	592,503	D	
Common Stock	06/15/2006		S	400	D	\$ 9.35	592,103	D	
Common Stock	06/15/2006		S	400	D	\$ 9.38	591,703	D	

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Common Stock	06/15/2006	S	511	D	\$ 9.4	591,192	D
Common Stock	06/15/2006	S	200	D	\$ 9.41	590,992	D
Common Stock	06/15/2006	S	400	D	\$ 9.42	590,592	D
Common Stock	06/15/2006	S	100	D	\$ 9.43	590,492	D
Common Stock	06/15/2006	S	100	D	\$ 9.45	590,392	D
Common Stock	06/15/2006	S	1,000	D	\$ 9.46	589,392	D
Common Stock	06/15/2006	S	200	D	\$ 9.47	589,192	D
Common Stock	06/15/2006	S	2,600	D	\$ 9.48	586,592	D
Common Stock	06/15/2006	S	200	D	\$ 9.49	586,392	D
Common Stock	06/15/2006	S	800	D	\$ 9.5	585,592	D
Common Stock	06/15/2006	S	100	D	\$ 9.51	585,492	D
Common Stock	06/15/2006	S	100	D	\$ 9.53	585,392	D
Common Stock	06/15/2006	S	1,100	D	\$ 9.57	584,292	D
Common Stock	06/15/2006	S	200	D	\$ 9.69	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Secur
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		
	Derivative				(A) or		
	Security				Disposed of		
					(D)		

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(Instr. 3, 4, and 5)

(D) Date

Expiration Date Title

Am

(A)

					Exclessable			Nur of Sha
Non-Qualified Stock Option	\$ 6.438	06/15/2006	X	8,800	<u>(1)</u>	12/31/2006(2)	Common Stock	8,

Code V

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
1 6	Director	10% Owner	Officer	Other		
SHEARER ANDREW B 950 E. PACES FERRY RD. STE. 1575 ATLANTA, GA 30326	X					

## **Signatures**

(right to buy)

/s/ Jack P. Healey,
Attorney-in-Fact 06/19/2006

\*\*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.
- (2) 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