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

#### INDUSTRIAL DISTRIBUTION GROUP INC

Form 4

August 08, 2008

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

Expires:

3235-0287

January 31, 2005

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Form 5 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).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* LINGENFELTER CHARLES A

(Street)

(State)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

\_X\_\_ Director

INDUSTRIAL DISTRIBUTION

GROUP INC [IDGR]

(Check all applicable)

President & CEO

(First) (Middle) 3. Date of Earliest Transaction

> (Month/Day/Year) 08/06/2008

X\_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

950 E. PACES FERRY ROAD, SUITE 1575

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

ATLANTA, GA 30326

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

2. Transaction Date 2A. Deemed 1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Indirect (I) Ownership (Instr. 4)

10% Owner

(A) or Price Amount (D)

Code V

Transaction(s) (Instr. 3 and 4)

Common 08/06/2008 Stock

292,857 D D (1)

0 (2)

Reported

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day/	ate	7. Title and A Underlying S (Instr. 3 and	Secur
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am Nui Sha
Non-Qualified stock options (right to buy)	\$ 6.438	08/06/2008		D	4,000	(3)	03/04/2009	Common Stock	4
Non-Qualified stock options (right to buy)	\$ 6.438	08/06/2008		D	8,000	(3)	03/04/2009	Common Stock	8
Non-Qualified stock options (right to buy)	\$ 1.8	08/06/2008		D	5,167	(3)	05/16/2011	Common Stock	5
Non-Qualified stock options (right to buy)	\$ 1.8	08/06/2008		D	10,000	(3)	05/16/2011	Common Stock	10
Incentive stock options (right to buy)	\$ 3.12	08/06/2008		D	30,000	(3)	05/15/2012	Common Stock	30
Restricted Stock Awards	<u>(4)</u>	08/06/2008		J <u>(4)</u>	123,333	<u>(4)</u>	<u>(4)</u>	Common Stock	12

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
LINGENFELTER CHARLES A						
950 E. PACES FERRY ROAD	X		President & CEO			
SUITE 1575	A Fresident & C.		riesiuent & CEO			
ATLANTA, GA 30326						

# **Signatures**

/s/ Jack P. Healey,
Attorney-in-fact

\*\*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 number of shares of common stock includes 91,424 shares of restricted stock that vested automatically pursuant to the terms of that certain Agreement and Plan of Merger, dated as of April 25, 2008, among the issuer, Eiger Holdco, LLC and Eiger Merger Corporation

Reporting Owners 2

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(the "Merger Agreement") at the closing of the merger.

- (2) Disposed of pursuant to the Merger Agreement whereby each share of the issuer's common stock was cancelled and converted automatically into the right to receive the merger consideration of \$12.10 per share in cash.
- (3) Disposed of pursuant to the Merger Agreement whereby each option to purchase shares of the issuer's common stock was cancelled and converted automatically into the right to receive a cash payment equal to the excess of \$12.10 over the applicable option exercise price.
- (4) Pursuant to the terms of the Merger Agreement, these restricted shares were cancelled and did not vest.

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.