

INDUSTRIAL DISTRIBUTION GROUP INC

Form 4

June 23, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN 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

## OMB APPROVAL

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(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)  
06/21/2006

☒ 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)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

(City) (State) (Zip)

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 06/21/2006                              |                                                             | A                                       |                                                                         | 14,000                                                                                                             | A                                                                    | \$<br>1.75                              |
| Common<br>Stock                       | 06/21/2006                              |                                                             | S                                       |                                                                         | 300                                                                                                                | D                                                                    | \$<br>8.83                              |
| Common<br>Stock                       | 06/21/2006                              |                                                             | S                                       |                                                                         | 300                                                                                                                | D                                                                    | \$<br>9.06                              |
| Common<br>Stock                       | 06/21/2006                              |                                                             | S                                       |                                                                         | 1,000                                                                                                              | D                                                                    | \$ 9.1                                  |
| Common<br>Stock                       | 06/21/2006                              |                                                             | S                                       |                                                                         | 1,500                                                                                                              | D                                                                    | \$<br>9.11                              |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 598,092                                 |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 597,792                                 |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 597,492                                 |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 596,492                                 |
|                                       |                                         |                                                             |                                         |                                                                         |                                                                                                                    |                                                                      | 594,992                                 |

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|              |            |   |       |   |         |         |   |
|--------------|------------|---|-------|---|---------|---------|---|
| Common Stock | 06/21/2006 | S | 100   | D | \$ 9.12 | 594,892 | D |
| Common Stock | 06/21/2006 | S | 100   | D | \$ 9.13 | 594,792 | D |
| Common Stock | 06/21/2006 | S | 1,000 | D | \$ 9.14 | 593,792 | D |
| Common Stock | 06/21/2006 | S | 1,100 | D | \$ 9.15 | 592,692 | D |
| Common Stock | 06/21/2006 | S | 100   | D | \$ 9.16 | 592,592 | D |
| Common Stock | 06/21/2006 | S | 100   | D | \$ 9.21 | 592,492 | D |
| Common Stock | 06/21/2006 | S | 96    | D | \$ 9.22 | 592,396 | D |
| Common Stock | 06/21/2006 | S | 100   | D | \$ 9.23 | 592,296 | D |
| Common Stock | 06/21/2006 | S | 1,100 | D | \$ 9.28 | 591,196 | D |
| Common Stock | 06/21/2006 | S | 200   | D | \$ 9.31 | 590,996 | D |
| Common Stock | 06/21/2006 | S | 3,900 | D | \$ 9.33 | 587,096 | D |
| Common Stock | 06/21/2006 | S | 601   | D | \$ 9.35 | 586,495 | D |
| Common Stock | 06/21/2006 | S | 400   | D | \$ 9.38 | 586,095 | D |
| Common Stock | 06/21/2006 | S | 4     | D | \$ 9.39 | 586,091 | D |
| Common Stock | 06/21/2006 | S | 100   | D | \$ 9.4  | 585,991 | D |
| Common Stock | 06/21/2006 | S | 100   | D | \$ 9.42 | 585,891 | D |
| Common Stock | 06/21/2006 | S | 300   | D | \$ 9.43 | 585,591 | D |
| Common Stock | 06/21/2006 | S | 300   | D | \$ 9.45 | 585,291 | D |
| Common Stock | 06/21/2006 | S | 500   | D | \$ 9.46 | 584,791 | D |
| Common Stock | 06/21/2006 | S | 200   | D | \$ 9.48 | 584,591 | D |
|              | 06/21/2006 | S | 100   | D |         | 584,491 | D |

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|                 |            |   |     |   |            |           |
|-----------------|------------|---|-----|---|------------|-----------|
| Common<br>Stock |            |   |     |   | \$<br>9.49 |           |
| Common<br>Stock | 06/21/2006 | S | 399 | D | \$ 9.5     | 584,092 D |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) |                           |                 |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|----------------------------------------------------------------|---------------------------|-----------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                            | (A)                                                            | (D) | Date<br>Exercisable                                            | Expiration Date           | Title           | Amount<br>or<br>Number<br>of<br>Shares |
| Non-Qualified<br>Stock Option<br>(right to buy)     | \$ 1.75                                                               | 06/21/2006                              |                                                             | X                                       |                                                                                                              | 14,000                                                         |     | <u>(1)</u>                                                     | 12/31/2006 <sup>(2)</sup> | Common<br>Stock | 1,000,000                              |

## Reporting Owners

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

## Signatures

|                                     |            |
|-------------------------------------|------------|
| Jack P. Healey,<br>Attorney-in-Fact | 06/23/2006 |
| <u>                    </u>         | Date       |

                     \*\*Signature of Reporting Person

## 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 8/14/2001 and vested in three equal installments on each of the first three anniversaries of the date of grant.

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- (2) The original expiration date for these stock options was 8/14/2011, 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.

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