

INDUSTRIAL DISTRIBUTION GROUP INC

Form 4

June 13, 2006

FORM 4

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

OMB APPROVAL

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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

(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)
06/09/2006

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 06/09/2006 | | A | | 11,833 | A | \$ 1.8 |
| Common Stock | 06/09/2006 | | S | | 200 | D | \$ 9.46 |
| Common Stock | 06/09/2006 | | S | | 200 | D | \$ 9.47 |
| Common Stock | 06/09/2006 | | S | | 100 | D | \$ 9.48 |
| Common Stock | 06/09/2006 | | S | | 400 | D | \$ 9.49 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|---------|---|
| Common Stock | 06/09/2006 | S | 1,200 | D | \$ 9.5 | 593,825 | D |
| Common Stock | 06/09/2006 | S | 3,033 | D | \$ 9.51 | 590,792 | D |
| Common Stock | 06/09/2006 | S | 200 | D | \$ 9.52 | 590,592 | D |
| Common Stock | 06/09/2006 | S | 2,100 | D | \$ 9.53 | 588,492 | D |
| Common Stock | 06/09/2006 | S | 800 | D | \$ 9.54 | 587,692 | D |
| Common Stock | 06/09/2006 | S | 800 | D | \$ 9.55 | 586,892 | D |
| Common Stock | 06/09/2006 | S | 727 | D | \$ 9.56 | 586,165 | D |
| Common Stock | 06/09/2006 | S | 200 | D | \$ 9.57 | 585,965 | D |
| Common Stock | 06/09/2006 | S | 337 | D | \$ 9.59 | 585,628 | D |
| Common Stock | 06/09/2006 | S | 1,200 | D | \$ 9.62 | 584,428 | D |
| Common Stock | 06/09/2006 | S | 36 | D | \$ 9.63 | 584,392 | D |
| Common Stock | 06/09/2006 | S | 300 | D | \$ 9.64 | 584,092 | D |
| Common Stock | 06/09/2006 | A | 3,400 | A | \$ 6.438 | 587,492 | D |
| Common Stock | 06/09/2006 | S | 2,498 | D | \$ 9.45 | 584,994 | D |
| Common Stock | 06/09/2006 | S | 902 | D | \$ 9.46 | 584,092 | D |
| Common Stock | 06/12/2006 | A | 5,000 | A | \$ 6.438 | 589,092 | D |
| Common Stock | 06/12/2006 | S | 900 | D | \$ 9.42 | 588,192 | D |
| Common Stock | 06/12/2006 | S | 356 | D | \$ 9.5 | 587,836 | D |
| Common Stock | 06/12/2006 | S | 2,400 | D | \$ 9.51 | 585,436 | D |
| Common Stock | 06/12/2006 | S | 1,100 | D | \$ 9.52 | 584,336 | D |
| | 06/12/2006 | S | 44 | D | \$ 9.53 | 584,292 | D |

Common
Stock

Common Stock 06/12/2006 S 200 D \$ 9.56 584,092 D

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

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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 Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Non-Qualified Stock Option (right to buy) | \$ 1.8 | 06/09/2006 | | X | 11,833 | (1) 12/31/2006(2) | Common Stock 1 |
| Non-Qualified Stock Option (right to buy) | \$ 6.438 | 06/09/2006 | | X | 3,400 | (4) 12/31/2006(5) | Common Stock 3 |
| Non-Qualified Stock Option (right to buy) | \$ 6.438 | 06/12/2006 | | X | 5,000 | (4) 12/31/2006(5) | Common Stock 5 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | 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

06/13/2006

__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 5/16/2001 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 5/16/2011, 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.
- (4) 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.
- (5) 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.

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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