

INDUSTRIAL DISTRIBUTION GROUP INC
 Form 4
 June 13, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 06/09/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

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	\$ 1.8 595,925
Common Stock	06/09/2006		S		200	D	\$ 9.46 595,725
Common Stock	06/09/2006		S		200	D	\$ 9.47 595,525
Common Stock	06/09/2006		S		100	D	\$ 9.48 595,425
Common Stock	06/09/2006		S		400	D	\$ 9.49 595,025

Edgar Filing: INDUSTRIAL DISTRIBUTION GROUP INC - Form 4

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.

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 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)	8. An or No of
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Non-Qualified Stock Option (right to buy)	\$ 1.8	06/09/2006		X	11,833	<u>(1)</u> 12/31/2006 ⁽²⁾	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 6.438	06/09/2006		X	3,400	<u>(4)</u> 12/31/2006 ⁽⁵⁾	Common Stock	3
Non-Qualified Stock Option (right to buy)	\$ 6.438	06/12/2006		X	5,000	<u>(4)</u> 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.

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.