

INDUSTRIAL DISTRIBUTION GROUP INC
Form 5
February 14, 2002

Form 5

UNITED STATES SECURITIES AND
EXCHANGE COMMISSION
Washington, DC 20549

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APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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(f) of the Investment Company Act of 1940

Form 3 Holdings Reported

Form 4 Holdings Reported

1. Name and Address of Reporting Person*

Shearer, Andrew B.

2. Issuer Name and Ticker or Trading Symbol

Industrial Distribution Group, Inc. (IDG)

6. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

President and Chief Executive Officer

(Last) (First) (Middle)

950 East Paces Ferry Road, Suite 1575

3. I.R.S. Identification Number of Reporting Person, if an entity voluntary)

4. Statement for Month/Year

2001

(Street)

Atlanta, Georgia 30326

5. If Amendment, Date of Original (Month/Year)

7. 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)

3. Transaction
Code
(Instr. 8)

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

5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year
(Instr. 3 and 4)

6. Owner-
ship Form:
Direct (D) or Indirect (I)
(Instr. 4)

7. Nature of Indirect Beneficial Ownership
(Instr. 4)

Amount

(A) or (D)

Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

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 control number.

(Over)
SEC 1474
(3-99)

**FORM 5
(continued)**

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

Conversion Exercise Date of Derivative Security	3. Transaction Date (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 Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned at End of Month (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
			(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Stock Option
(right to buy)**

\$1.80

5/16/01

A

1,833

(1)

5/16/11

Common Stock

1,833

**Stock Option
(right to buy)**

\$1.80

5/16/01

A

10,000

(1)

5/16/11

Common Stock

10,000

11,833

D

**Stock Option
(right to buy)**

\$1.75

8/14/01

A

100,000

(1)

8/14/11

Common Stock

100,000

100,000

D

Explanation of Responses:

(1) The option vests in one-third increments on each of the first three (3) anniversary dates of the date of grant.

**	Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	<u>/s/ Andrew B. Shearer</u>	<u>2-14-02</u>
		Andrew B. Shearer	Date

**Signature of Reporting Person

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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