

LINGENFELTER CHARLES A
 Form 5
 February 10, 2003

Form 5

UNITED STATES SECURITIES AND EXCHANGE
 COMMISSION
 Washington, DC 20549

OMB APPROVAL
 OMB Number:
 3235-0362
 Expires: January
 31, 2005
 Estimated average
 burden
 hours per
 response. . . 1.0

ANNUAL 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(h) of the Investment Company Act of 1940

[] Form 3 Holdings Reported
 [] Form 4 Transactions Reported

| | | | | | | | | |
|--|---------|----------|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person* | | | 2. Issuer Name and Ticker or Trading Symbol | | | 6. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
| Lingenfelter, Charles A. | | | Industrial Distribution Group, Inc. (IDG) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary) | | | 4. Statement for Month/Year | | |
| | | | | | | 12/02 | | |
| 950 East Paces Ferry Road, Suite 1575 | | | | | | 7. Individual or Joint/Group Filing (Check Applicable Line) | | |
| (Street) | | | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| Atlanta, Georgia 30326 | | | 5. If Amendment, Date of Original (Month/Year) | | | | | |
| (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 at the end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|--|--|---|
| | | | Code | Y | Amount | (A) or (D) | Price | | | |
| Common Stock | 05-15-2002 | | A | | 10,000 | A | \$3.12 | 81,812 ⁽¹⁾ | D | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Edgar Filing: LINGENFELTER CHARLES A - Form 5

**Form 5
(continued)**

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 or Disposed of (D, 3, 4 and 5) | 6. Date of Exercise or Acquisition (Month/Day/Year) | 7. Title of Underlying Securities (Instr. 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned at End of Year (Instr. 4) | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|--|---|--|--|---|---|--|
| | | | | | | | | | | | |

Explanation of Responses:

- (1) Includes 14,012 shares purchased through the issuer's employee stock purchase plan.
- (2) The options vest in equal amounts on each of the first three anniversaries of the grant.

/s/ Charles A. Lingenfelter

2-06-03

Charles A. Lingenfelter

Date

**Signature of Reporting Person

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure