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INDUSTRIAL DISTRIBUTION GROUP INC

Form 4 June 23, 2006

FORM 4

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

OMB Number:

3235-0287

0.5

Check this box if no longer

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

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OMB APPROVAL

subject to Section 16. Form 4 or Form 5 obligations

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

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHEARER ANDREW B

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

INDUSTRIAL DISTRIBUTION **GROUP INC [IDGR]**

(Check all applicable)

(Middle) (Last) (First)

3. Date of Earliest Transaction

(Month/Day/Year)

06/22/2006

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

950 E. PACES FERRY RD., STE. 1575

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

(Street) Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

ATLANTA, GA 30326

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly 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 on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	06/22/2006		A	12,000	A	\$ 1.75	596,092	D	
Common Stock	06/22/2006		S	300	D	\$ 8.98	595,792	D	
Common Stock	06/22/2006		S	300	D	\$ 9.01	595,492	D	
Common Stock	06/22/2006		S	200	D	\$ 9.05	595,292	D	
Common Stock	06/22/2006		S	300	D	\$ 9.13	594,992	D	

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Common Stock	06/22/2006	S	500	D	\$ 9.15	594,492	D
Common Stock	06/22/2006	S	400	D	\$ 9.16	594,092	D
Common Stock	06/22/2006	S	4,000	D	\$ 9.19	590,092	D
Common Stock	06/22/2006	S	500	D	\$ 9.2	589,592	D
Common Stock	06/22/2006	S	500	D	\$ 9.24	589,092	D
Common Stock	06/22/2006	S	700	D	\$ 9.25	588,392	D
Common Stock	06/22/2006	S	100	D	\$ 9.26	588,292	D
Common Stock	06/22/2006	S	300	D	\$ 9.27	587,992	D
Common Stock	06/22/2006	S	500	D	\$ 9.29	587,492	D
Common Stock	06/22/2006	S	100	D	\$ 9.37	587,392	D
Common Stock	06/22/2006	S	1,400	D	\$ 9.39	585,992	D
Common Stock	06/22/2006	S	500	D	\$ 9.41	585,492	D
Common Stock	06/22/2006	S	1,400	D	\$ 9.42	584,092	D

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security		Execution Date, if any (Month/Day/Year)	Transactio Code (Instr. 8)	onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)	Underlying Sect (Instr. 3 and 4)
				Code V	(A) (D)	Expiration Date	Title

Exercisable on N of

Stock

Non-Qualified Stock Option

(right to buy)

\$ 1.75 06/22/2006

X 12,000

(1) 12/31/2006⁽²⁾

Date

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 06/23/2006

**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 8/14/2001 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 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. 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.

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