

INDUSTRIAL DISTRIBUTION GROUP INC
 Form 5
 February 07, 2003

Form 5

UNITED STATES SECURITIES AND EXCHANGE
 COMMISSION
 Washington, DC 20549

OMB APPROVAL
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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) | |
| Shearer, Andrew B. | | Industrial Distribution Group, Inc. (IDG) | | <input checked="" 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 | President and Chief Executive Officer |
| | | | | 12/02 | |
| 950 East Paces Ferry Road, Suite 1575 | | | 5. If Amendment, Date of Original (Month/Year) | 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 | | | | | |
| (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 | | 20,000 | A | \$3.12 | 552,833 | D | |
| | | | | | | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | | |

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

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**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 Disposal (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:

/s/ Andrew B. Shearer

2-06-03

Andrew B. Shearer

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