

SECURITIES AND EXCHANGE COMMISSION

FORM 5

Annual statement of changes in beneficial ownership of securities

Filing Date: **2003-02-10** | Period of Report: **2002-12-31**

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([HTML Version](#) on [secdatabase.com](#))

REPORTING OWNER

LINGENFELTER CHARLES A

CIK: **1166431**

Type: **5**

Business Address
950 E PACES FERRY RD
STE 1575
ATLANTA GA 30326
770- 243 9000

SUBJECT COMPANY

INDUSTRIAL DISTRIBUTION GROUP INC

CIK: **1042351** | IRS No.: **582299339** | State of Incorporation: **DE** | Fiscal Year End: **1231**

Type: **5** | Act: **34** | File No.: **001-13195** | Film No.: **03546169**

SIC: **5080** Machinery, equipment & supplies

Mailing Address
950 E PACES FERRY RD
STE 1575
ATLANTA GA 30326

Business Address
950 E PACES FERRY RD
STE 1575
ATLANTA GA 30326
7709492100

Form 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

OMB Number: 3235-0362

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Expires: January 31, 2005

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

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

Estimated average burden hours per response . . . 1.0

- Form 3 Holdings Reported
- Form 4 Transactions Reported

1. Name and Address of Reporting Person* Lingenfelter, Charles A. (Last) (First) (Middle) 950 East Paces Ferry Road, Suite 1575 (Street) Atlanta, Georgia 30326 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol Industrial Distribution Group, Inc. (IDG)		6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <p style="text-align: center;">President - Southern Division</p>					
		3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Year <p style="text-align: center;">12/02</p>		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
				5. If Amendment, Date of Original (Month/Year)					
		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)	Code	V	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)
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).

**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		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 Year (Instr. 4)	10. Ownership of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$3.12	5-15-02		A	30,000		(2)	5-15-12	Common Stock	30,000		30,000	D	

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