

INDUSTRIAL DISTRIBUTION GROUP INC

Form 4

August 08, 2008

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SACHS GEORGE L JR2. Issuer Name and Ticker or Trading  
Symbol  
INDUSTRIAL DISTRIBUTION  
GROUP INC [IDGR]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

950 E. PACES FERRY  
ROAD, SUITE 15753. Date of Earliest Transaction  
(Month/Day/Year)  
08/06/2008☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)

4. If Amendment, Date Original  
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

ATLANTA, GA 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/06/2008		D	(A) or (D) Amount 78,994 (1)	(2) 0	D	

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

**Persons who 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.**SEC 1474  
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

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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 (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified stock options (right to buy)	\$ 6.438	08/06/2008		D		25,000		(3) 03/04/2009		Common Stock	25,000
Non-Qualified stock options (right to buy)	\$ 1.8	08/06/2008		D		5,000		(3) 05/16/2011		Common Stock	5,000
Non-Qualified stock options (right to buy)	\$ 1.65	08/06/2008		D		5,000		(3) 01/03/2012		Common Stock	5,000
Non-Qualified stock options (right to buy)	\$ 3.06	08/06/2008		D		5,000		(3) 01/02/2013		Common Stock	5,000
Non-Qualified stock options (right to buy)	\$ 5.5	08/06/2008		D		5,000		(3) 01/02/2014		Common Stock	5,000
Non-Qualified stock options (right to buy)	\$ 8.25	08/06/2008		D		5,000		(3) 01/03/2015		Common Stock	5,000
Non-Qualified stock options (right to buy)	\$ 7.92	08/06/2008		D		5,000		(3) 01/03/2016		Common Stock	5,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SACHS GEORGE L JR 950 E. PACES FERRY ROAD SUITE 1575 ATLANTA, GA 30326	X			

## Signatures

/s/ Jack P. Healey,  
Attorney-in-fact

08/08/2008

\_\_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).

- The number of shares of common stock includes 5,591 shares of restricted stock that vested automatically pursuant to the terms of that certain Agreement and Plan of Merger, dated as of April 25, 2008, among the issuer, Eiger Holdco, LLC and Eiger Merger Corporation (the "Merger Agreement") at the closing of the merger.
- (1)
  - (2) Disposed of pursuant to the Merger Agreement whereby each share of the issuer's common stock was cancelled and converted automatically into the right to receive the merger consideration of \$12.10 per share in cash.
  - (3) Disposed of pursuant to the Merger Agreement whereby each option to purchase shares of the issuer's common stock was cancelled and converted automatically into the right to receive a cash payment equal to the excess of \$12.10 over the applicable option exercise price.

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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