

INDUSTRIAL DISTRIBUTION GROUP INC

Form 5

February 14, 2002

## Form 5

UNITED STATES SECURITIES AND  
EXCHANGE COMMISSION

Washington, DC 20549

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).

- ☐ Form 3  
Holdings  
Reported

- ☐ Form 4  
Holdings  
Reported

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(f) of the Investment Company Act of  
1940

OMB  
APPROVAL

OMB Number:  
3235-0287

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PENDING

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average burden  
hours per  
response. . . 0.5

1. Name and Address of Reporting Person\*

**Burkland, William J.**

2. Issuer Name and Ticker or Trading Symbol

**Industrial Distribution Group, Inc. (IDG)**

6. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

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

\_\_\_\_\_  
(Last)      (First)      (Middle)

**950 East Paces Ferry Road, Suite 1575**

3. I.R.S. Identification Number of Reporting Person, if an entity voluntary)

4. Statement for Month/Year

2001

(Street)

**Atlanta, Georgia 30326**

5. If Amendment, Date of Original (Month/Year)

7. Individual or Joint/Group Filing

(Check Applicable Line)

  X   Form filed by One Reporting Person

       Form filed by More than One Reporting Person

(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)

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 End of Issuer's Fiscal Year  
(Instr. 3 and 4)

6. Owner-  
ship Form:  
Direct (D) or Indirect (I)  
(Instr. 4)

7. Nature of Indirect Beneficial Ownership  
(Instr. 4)

Amount

(A) or (D)

Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.  
\* If the form is filed by more than one reporting person, see Instructions 4(b)(v).

Potential persons who are to respond to (Over)  
the collection of information contained SEC 1474  
in this form are not required to respond (3-99)  
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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)

| Conversion<br>Exercise<br>Type of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/<br>Day/<br>Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of(D)<br>(Instr. 3,<br>4 and 5) |     | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) |                    | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) |                                        | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned at<br>End of<br>Month<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) |
|-------------------------------------------------------------|----------------------------------------------------|--------------------------------------|------------------------------------------------------------------------------------------------------------------|-----|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------------|----------------------------------------|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|
|                                                             |                                                    |                                      | (A)                                                                                                              | (D) | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                     | Amount<br>or<br>Number<br>of<br>Shares |                                                     |                                                                                                       |                                                                                                       |

**Stock Option**  
**(right to buy)**

\$1.80

5/16/01

A

1,000

(1)

5/16/11

**Common Stock**

1,000

**Stock Option  
(right to buy)**

**\$1.80**

**5/16/01**

**A**

**3,000**

**(1)**

**5/16/11**

**Common Stock**

**3,000**

**4,000**

**D**

Explanation of Responses:

(1) The option vests in one-third increments on each of the first three (3) anniversary dates of the date of grant.

|    |                                                                                                                                   |                                                              |                        |
|----|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|------------------------|
| ** | Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). | <u>/s/ William J. Burkland</u><br><b>William J. Burkland</b> | <u>2-13-02</u><br>Date |
|----|-----------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------|------------------------|

\*\*Signature of Reporting Person

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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