

INDUSTRIAL DISTRIBUTION GROUP INC  
 Form 5  
 February 07, 2003

**Form 5**

UNITED STATES SECURITIES AND EXCHANGE  
 COMMISSION  
 Washington, DC 20549

OMB APPROVAL  
 OMB Number:  
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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*<br><b>Fenoglio, William R.</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>Industrial Distribution Group, Inc. (IDG)</b> |  | 6. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director<br><input type="checkbox"/> Officer (give title below)<br><input type="checkbox"/> 10% Owner<br><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<br><br><b>12/02</b>   |  |  |
| 72 Oakengates<br><br>(Street)   |         |          | 5. If Amendment, Date of Original (Month/Year)  |  | 7. Individual or Joint/Group Filing<br>(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |  |
| Avon, Connecticut 06001<br><br>(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                           | V | Amount  | (A) or (D) | Price |  |  |   |
|  |                                      |  |                                |   |   |            |       |  |  |   |
|  |                                      |  |                                |   |   |            |       |  |  |   |
|  |                                      |  |                                |   |   |            |       |  |  |   |
|  |                                      |  |                                |   |   |            |       |  |  |   |

\* 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 (A) or Disposed of (D) (Instr. 4) | 7. Title of Underlying Securities (Instr. 5) | 8. Price of Derivative Security (Instr. 5) (Month/Day/Year) | 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:

(1) The options vest in equal amounts on each of the first three anniversaries of the grant.

*/s/ William R. Fenoglio*

2-06-03

**William R. Fenoglio**

**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