

INDUSTRIAL DISTRIBUTION GROUP INC
 Form 3/A
 March 08, 2002

Form 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

OMB APPROVAL

INITIAL STATEMENT OF 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(f) of the Investment Company Act of 1940

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(Print or type responses)

1. Name and Address of Reporting Person* Hayes, Jeffrey W. (Last) (First) (Middle) 950 E. Paces Ferry Road, Suite 1575 (Street)	2. Date of Event Requiring Statement (Month/Day/Year) 01/22/02	4. Issuer Name and Ticker or Trading Symbol Industrial Distribution Group, Inc. (IDG)
Atlanta GA 30326 (City) (State) (Zip)	3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ___ Director ___ 10% Owner <u>X</u> Officer (give title below) ___ Other (specify below)

President, Midwest Division

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

2/01/02

7. Individual or Joint/Group

Filing (Check Applicable Line)

X Form filed by One Reporting Person

___ Form filed by More than One Reporting Person

Table I -- Non-Derivative Securities Beneficially Owned

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1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form: Direct
(D) or Indirect
(I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

4,486

D

Common Stock

2,016⁽¹⁾

I

By Spouse

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

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- If the Form is filed by more than one person, *see* Instruction 5(b)(v).

Potential persons who are to 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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	(2)	2-23-2010	Common Stock	181 ⁽¹⁾	\$3.25	I	By Spouse

Explanation of Responses:

- (1) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner or such securities for purposes of Section 16 or for any other purpose.
- (2) The option vests in one-third increments on each of the first three (3) anniversary dates of the grant.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). /s/ Jeffrey W. Hayes 03/07/02
Jeffrey W. Hayes Date

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.