

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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Check this box if no longer 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 *
KING LUTHER CAPITAL
MANAGEMENT CORP

2. 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)
301 COMMERCE SUITE 1600,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
08/06/2008

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

FORT WORTH, TX 76102

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

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 08/06/2008 | | J ⁽¹⁾ | 1,434,000 D \$ 12.1 0 | | I | See footnote (1) |

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 of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KING LUTHER CAPITAL MANAGEMENT CORP 301 COMMERCE SUITE 1600 FORT WORTH, TX 76102 | | X | | |
| LKCM Private Discipline Master Fund, SPC C/O LUTHER KING CAPITAL MANAGEMENT 301 COMMERCE STREET, SUITE 1600 FORT WORTH, TX 76102 | | X | | |
| King John Bryan 301 COMMERCE STREET SUITE 1600 FORT WORTH, TX 76102 | | X | | |
| King Luther Jr 301 COMMERCE STREET SUITE 1600 FORT WORTH, TX 76102 | | X | | |

Signatures

| | |
|---|------------|
| /s/ J. Bryan King, for Luther King Capital Management Corporation | 08/08/2008 |
| **Signature of Reporting Person | Date |
| /s/ J. Bryan King, for LKCM Private Discipline Master Fund, SPC | 08/08/2008 |
| **Signature of Reporting Person | Date |
| /s/ J. Bryan King | 08/08/2008 |
| **Signature of Reporting Person | Date |
| /s/ J. Luther King, Jr. | 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).

On August 6, 2008, Eiger Holdco, LLC ("Eiger") completed its acquisition of Industrial Distribution Group, Inc. ("IDG") on the terms and conditions set forth in the Agreement and Plan of Merger, dated April 25, 2008, by and among Eiger, Eiger Merger Corporation, and (1) IDG (the "Merger"). In connection with the Merger, each outstanding share of IDG common stock, par value \$0.01 per share ("Common Stock"), was cancelled and automatically converted into the right to receive \$12.10 per share in cash, without interest. As a result of the Merger, the shares of Common Stock beneficially owned by the Reporting Persons immediately prior to the Merger were cancelled.

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