

LAMSON & SESSIONS CO
Form 4
June 07, 2005

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 *
CATANI ALBERT J II

2. Issuer Name and Ticker or Trading Symbol
LAMSON & SESSIONS CO [LMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

THE LAMSON & SESSIONS CO., 25701 SCIENCE PARK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
06/06/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President-Manufacturing

(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

CLEVELAND, OH 44122

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| COMMON STOCK | 06/06/2005 | | M | 7,500 A \$ 6.82 | 25,039 | D | (1) |
| COMMON STOCK | 06/06/2005 | | S | 7,500 D \$ 11.2732 | 17,539 | D | (1) |
| COMMON STOCK | | | | | 3,702 | I | See Footnote (2) |
| COMMON STOCK | | | | | 1,171 | I | See Footnote (3) |

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

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(9-02)

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 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option (Right to Buy Common Stock) | \$ 6.82 | 06/06/2005 | | M | 7,500 | 08/01/1995 ⁽⁴⁾ 08/01/2005 | COMMON STOCK 7,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CATANI ALBERT J II THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122 | | | Vice President-Manufacturing | |

Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Albert J. Catani, II 06/07/2005

**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).
- Total adjusted to reflect addition of 7,789 shares distributed to Reporting Person from the Trust under The Lamson & Sessions Co.
- (1) Deferred Compensation Plan for Executive Officers (the "Trust") as of June 2, 2004. Total also includes 740 restricted shares (grant previously reported) vesting on February 18, 2006.

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- (2) Balance held by the Trust as of June 2, 2004. Total adjusted to reflect distribution of 7,789 shares from the Trust to the Reporting Person, who now holds them directly.
- (3) Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan"), exempt under Rule 16b-3(c). Total adjusted to reflect ongoing acquisitions under the 401(k) Plan since Reporting Person's last report.
- (4) Exercisable 50% after one year from August 1, 1995, the grant date, remaining 50% exercisable after two years from grant date

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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