

HILL GEORGE R
Form 4
December 15, 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 *
HILL GEORGE R

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
(Street)
CLEVELAND, OH 44122
(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2005

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

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| COMMON STOCK | | | | | 1,865 | D | (1) |
| COMMON STOCK | | | | | 33,537 | I | See Footnote (2) |
| COMMON STOCK | | | | | 20,861 | I | See Footnote (3) |
| COMMON STOCK | 12/13/2005 | | M | 1,000 A \$ 10.313 | 22,856 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|------------------|
| COMMON STOCK | 12/13/2005 | M | 1,000 | A | \$ 7.563 | 23,856 | D |
| COMMON STOCK | 12/13/2005 | M | 1,000 | A | \$ 7.469 | 24,856 | D |
| COMMON STOCK | 12/13/2005 | M | 2,000 | A | \$ 5.625 | 26,856 | D |
| COMMON STOCK | 12/13/2005 | M | 2,000 | A | \$ 7.969 | 28,856 | D |
| COMMON STOCK | 12/13/2005 | M | 2,000 | A | \$ 8.9 | 30,856 | D |
| COMMON STOCK | 12/13/2005 | M | 2,000 | A | \$ 5.185 | 32,856 | D |
| COMMON STOCK | 12/13/2005 | M | 2,000 | A | \$ 4.175 | 34,856 | D |
| COMMON STOCK | 12/13/2005 | M | 4,000 | A | \$ 6.545 | 38,856 | D |
| COMMON STOCK | 12/13/2005 | S | 400 | D | \$ 30.32 | 38,456 | D |
| COMMON STOCK | 12/13/2005 | S | 500 | D | \$ 30.31 | 37,956 | D |
| COMMON STOCK | 12/13/2005 | S | 16,100 | D | \$ 30.15 | 21,856 | D ⁽⁴⁾ |

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)

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | \$ 10.313 | 12/13/2005 | | M | 1,000 | 04/29/1997 ⁽⁵⁾ 04/29/2006 | Amount or Number of Shares 1,000 |

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| | | | | | | | | | |
|--|----------|------------|---|-------|----------------------------|------------|--|--------------|-------|
| Stock Option (Right to Buy Common Stock) | | | | | | | | Common Stock | |
| Stock Option (Right to Buy Common Stock) | \$ 7.563 | 12/13/2005 | M | 1,000 | 04/28/1998 ⁽⁶⁾ | 04/27/2007 | | Common Stock | 1,000 |
| Stock Option (Right to Buy Common Stock) | \$ 7.469 | 12/13/2005 | M | 1,000 | 04/27/1999 ⁽⁷⁾ | 04/26/2008 | | Common Stock | 1,000 |
| Stock Option (Right to Buy Common Stock) | \$ 5.625 | 12/13/2005 | M | 2,000 | 04/26/2000 ⁽⁸⁾ | 04/25/2009 | | Common Stock | 2,000 |
| Stock Option (Right to Buy Common Stock) | \$ 7.969 | 12/13/2005 | M | 2,000 | 05/01/2001 ⁽⁹⁾ | 05/01/2010 | | Common Stock | 2,000 |
| Stock Option (Right to Buy Common Stock) | \$ 8.9 | 12/13/2005 | M | 2,000 | 04/30/2002 ⁽¹⁰⁾ | 04/30/2011 | | Common Stock | 2,000 |
| Stock Option (Right to Buy Common Stock) | \$ 5.185 | 12/13/2005 | M | 2,000 | 04/29/2003 ⁽¹¹⁾ | 04/29/2012 | | Common Stock | 2,000 |
| Stock Option (Right to Buy Common Stock) | \$ 4.175 | 12/13/2005 | M | 2,000 | 05/05/2004 ⁽¹²⁾ | 05/12/2013 | | Common Stock | 2,000 |

Stock)

Stock

Option

(Right to

Buy

\$ 6.545

12/13/2005

M

4,000

05/03/2005⁽¹³⁾

05/03/2014

Common
Stock

4,000

Common

Stock)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| HILL GEORGE R THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122 | X | | | |

Signatures

/s/ Aileen Liebertz, Attorney-in-Fact for George
R. Hill

12/15/2005

**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).
- (1) Restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period.
- (2) New account as of December 2001. Shares held in Trust pursuant to Directors Deferred Compensation Plan - a 16b-3 Plan. Transaction(s) completed by Trustee as of December 12, 2005.
- (3) Indirect Ownership: Balance of 20,862 shares held in Trust pursuant to Directors Deferred Compensation Plan - a 16b-3 Plan. Report of transactions as of July 1, 2005. As of December 13, 2001, began 10-year distribution, per director's election. A total of 20,856 shares were distributed through July 1, 2005. These shares have been previously reported on Section 16 filings. The descending balance will continue to be held by the Trust through the 10-year distribution period.
- (4) Direct Ownership: Total of 21,856 shares includes 20,856 shares described in Footnote (3), now held directly.
- (5) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 1,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 29, 1997.
- (6) Stock Option, pursuant to the Company's Non-Employee Directors Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 1,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 28, 1998.
- (7) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 1,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 27, 1999.
- (8) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 26, 2000.
- (9) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after May 1, 2001.
- (10) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 30, 2002.
- (11) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 29, 2003.

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- (12) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after May 5, 2004.
- (13) Stock Option, pursuant to the Company's 1998 Incentive Equity Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 4,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after May 3, 2005.

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.