

AMOS NORMAN E
Form 4
December 20, 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 *
AMOS NORMAN E

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)
12/16/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice Pres. Supply Chain Mgt

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)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	12/16/2005		M		10,000	A	\$ 9.88 14,995
COMMON STOCK	12/16/2005		M		12,000	A	\$ 4.1 26,995
COMMON STOCK	12/16/2005		M		8,000	A	\$ 3.44 34,995
COMMON STOCK	12/16/2005		M		4,000	A	\$ 6.475 38,995
COMMON STOCK	12/16/2005		S		34,000	D	\$ 27 4,995

COMMON STOCK	24,980	I	See Footnote (2)
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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy Common Stock)	\$ 9.88	12/16/2005		M	10,000	02/21/2002 ⁽³⁾ 02/21/2011	COMMON STOCK	10,000	
Stock Option (Right to Buy Common Stock)	\$ 4.1	12/16/2005		M	12,000	02/20/2003 ⁽⁴⁾ 02/20/2012	COMMON STOCK	12,000	
Stock Option (Right to Buy Common Stock)	\$ 3.44	12/16/2005		M	8,000	02/18/2004 ⁽⁵⁾ 02/18/2013	COMMON STOCK	8,000	
Stock Option (Right to Buy Common Stock)	\$ 6.475	12/16/2005		M	4,000	04/30/2005 ⁽⁶⁾ 04/30/2014	COMMON STOCK	4,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
AMOS NORMAN E THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122			Vice Pres. Supply Chain Mgt	

Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Norman E. Amos	12/20/2005
**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) Reflects restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, on February 18, 2006 and February 17, 2008 of 2,705 and 2,290 common shares, respectively.
- (2) Held in Trust pursuant to the Deferred Compensation Plan for Executive officers - a 16b-3 Plan as of March 11, 2005.
- (3) Exercisable over three years as follows: one-third on February 21, 2002; one-third on February 21, 2003; and one-third on February 21, 2004, with number of shares vested in each year rounded to the nearest whole share.
- (4) Exercisable over three years as follows: one-third on February 20, 2003; one-third on February 20, 2004; and one-third on February 20, 2005, with number of shares vested in each year rounded to the nearest whole share.
- (5) Exercisable over three years as follows: one-third on February 18, 2004; one-third on February 18, 2005; and one-third on February 18, 2006, with number of shares vested in each year rounded to the nearest whole share.
- (6) Exercisable over three years as follows; one-third on April 30, 2005; one-third on April 30, 2006; and one-third on April 30, 2007, with number of shares vested in each year rounded to the nearest whole share.

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.