

CLANCY EILEEN E
Form 4/A
November 28, 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 *
CLANCY EILEEN 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)
11/22/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/25/2005

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

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 Beneficial Ownership (Instr. 4)
COMMON STOCK					3,590	I	See Footnote (1)
COMMON STOCK	11/22/2005		M	750 A	\$ 8.563 1,827	D	
COMMON STOCK	11/22/2005		M	1,000 A	\$ 7.938 2,827	D	
COMMON STOCK	11/22/2005		M	5,000 A	\$ 6.938 7,827	D	
	11/22/2005		M	3,500 A	\$ 9.88 11,327	D	

COMMON STOCK									
COMMON STOCK	11/22/2005		S	2,200	D	\$ 22.83	9,127	D	
COMMON STOCK	11/22/2005		S	2,800	D	\$ 22.8	6,327	D	
COMMON STOCK	11/22/2005		S	1,000	D	\$ 22.82	5,327	D	
COMMON STOCK	11/22/2005		S	750	D	\$ 22.85	4,577	D	
COMMON STOCK	11/22/2005		S	500	D	\$ 22.9	4,077	D	
COMMON STOCK	11/22/2005		S	100	D	\$ 22.96	3,977	D	
COMMON STOCK	11/22/2005		S	600	D	\$ 22.97	3,377	D	
COMMON STOCK	11/22/2005		S	700	D	\$ 23.03	2,677	D	
COMMON STOCK	11/22/2005		S	100	D	\$ 23.05	2,577	D	
COMMON STOCK	11/22/2005		S	1,000	D	\$ 23.06	1,577	D	
COMMON STOCK	11/22/2005		S	200	D	\$ 23.08	1,377	D	
COMMON STOCK	11/23/2005		S	300	D	\$ 22.92	1,077	D ⁽²⁾	
COMMON STOCK							5,386	I	See Footnote <u>(3)</u>

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

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(D)
(Instr. 3, 4,
and 5)

			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy Common Stock)	\$ 8.563	11/22/2005	M		750		03/01/1997 ⁽⁴⁾	03/01/2006	Common Stock	750
Stock Option (Right to Buy Common Stock)	\$ 7.938	11/22/2005	M		1,000		02/27/1998 ⁽⁵⁾	02/27/2007	Common Stock	1,000
Stock Option (Right to Buy Common Stock)	\$ 6.938	11/22/2005	M		5,000		02/26/1999 ⁽⁶⁾	02/26/2008	Common Stock	5,000
Stock Option (Right to Buy Common Stock)	\$ 9.88	11/22/2005	M		3,500		02/21/2002 ⁽⁷⁾	02/21/2011	Common Stock	3,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLANCY EILEEN E THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122			Vice President-Human Resources	

Signatures

/s/Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Eileen E. Clancy

11/28/2005

**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) 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.
- (2) Total includes 1,077 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 591 and 486 common shares, respectively.
- (3) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of March 11, 2005.
- (4) Stock Option pursuant to the Company's 1988 Incentive Equity Performance Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 750 shares of the Company's Common Stock, exercisable over two years, 50% in each year following date of grant.
- (5) Stock Option pursuant to the Company's 1988 Incentive Equity Performance Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 1,000 shares of the Company's Common Stock, exercisable over two years, 50% in each year following date of grant.
- (6) Stock Option pursuant to the Company's 1988 Incentive Equity Performance Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 5,000 shares of the Company's Common Stock, exercisable over two years, 50% in each year following date of grant.
- (7) 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 3,500 shares of the Company's Common Stock, exercisable over three years, one-third in each year following date of grant, rounded in each year to 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.