

LAMSON & SESSIONS CO

Form 4

April 11, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GUTIERREZ DONALD A

(Last) (First) (Middle)

**THE LAMSON & SESSIONS
CO., 25701 SCIENCE PARK
DRIVE**

(Street)

CLEVELAND, OH 44122

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LAMSON & SESSIONS CO [LMS]

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

04/07/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Senior Vice President

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 or Disposed of (D) (Instr. 3, 4 and 5) (A) or (D) Code V Amount Price	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					3,630	I	See Footnote (1)
COMMON STOCK	04/07/2006		M	25,000 A \$ 6.625	42,855	D	
COMMON STOCK	04/07/2006		S	800 D \$ 29.35	42,055	D	
COMMON STOCK	04/07/2006		S	300 D \$ 29.34	41,755	D	
	04/07/2006		S	1,000 D	40,755	D	

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COMMON STOCK					\$ 29.31		
COMMON STOCK	04/07/2006	S	500	D	\$ 29.26	40,255	D
COMMON STOCK	04/07/2006	S	300	D	\$ 29.25	39,955	D
COMMON STOCK	04/07/2006	S	200	D	\$ 29.22	39,755	D
COMMON STOCK	04/07/2006	S	1,000	D	\$ 29.2	38,755	D
COMMON STOCK	04/07/2006	S	200	D	\$ 29.19	38,555	D
COMMON STOCK	04/07/2006	S	300	D	\$ 29.18	38,255	D
COMMON STOCK	04/07/2006	S	800	D	\$ 29.17	37,455	D
COMMON STOCK	04/07/2006	S	700	D	\$ 29.16	36,755	D
COMMON STOCK	04/07/2006	S	2,600	D	\$ 29.15	34,155	D
COMMON STOCK	04/07/2006	S	1,100	D	\$ 29.14	33,055	D
COMMON STOCK	04/07/2006	S	900	D	\$ 29.13	32,155	D
COMMON STOCK	04/07/2006	S	1,600	D	\$ 29.12	30,555	D
COMMON STOCK	04/07/2006	S	3,500	D	\$ 29.11	27,055	D
COMMON STOCK	04/07/2006	S	1,900	D	\$ 29.1	25,155	D
COMMON STOCK	04/07/2006	S	1,000	D	\$ 29.09	24,155	D
COMMON STOCK	04/07/2006	S	1,300	D	\$ 29.07	22,855	D
COMMON STOCK	04/07/2006	S	700	D	\$ 29.06	22,155	D
COMMON STOCK	04/07/2006	S	2,500	D	\$ 29.05	19,655	D
COMMON STOCK	04/07/2006	S	200	D	\$ 29.04	19,455	D
	04/07/2006	S	600	D		18,855	D

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COMMON STOCK					\$ 28.98			
COMMON STOCK	04/07/2006		S	500	D	\$ 28.95	18,355	D
COMMON STOCK	04/07/2006		S	500	D	\$ 28.9	17,855	D ⁽²⁾
COMMON STOCK						2,959	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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(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)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy Common Stock)	\$ 6.625	04/07/2006		M	25,000	02/23/2001 ⁽⁴⁾ 02/23/2010	Common Stock 25,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GUTIERREZ DONALD A THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122	Senior Vice President

Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Donald A. Gutierrez

04/11/2006

__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 also includes 539 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, on February 17, 2008 and February 16, 2009 of 341 and 198 common shares, respectively.
- (3) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of March 10,2006.
- (4) Exercisable over three years as follows: one-third on February 23, 2001; one-third on February 23, 2002; and one-third on February 23, 2003, with the 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.

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