

LAMSON & SESSIONS CO
Form 4
August 03, 2006

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 *
COUILLETTE WILLIAM H

(Last) (First) (Middle)

JONES DAY, 901 LAKESIDE AVENUE

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LAMSON & SESSIONS CO [LMS]

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

08/03/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 | | | | | 2,497 | D ⁽¹⁾ | |
| COMMON STOCK | | | | | 4,477 | I | See Footnote ⁽²⁾ |
| COMMON STOCK | 08/03/2006 | | M | 2,000 A | \$ 7.969 2,652 | D | |
| COMMON STOCK | 08/03/2006 | | M | 2,000 A | \$ 8.9 4,652 | D | |
| COMMON STOCK | 08/03/2006 | | S | 4,000 D | \$ 27.7401 652 | D ⁽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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| STOCK OPTION (Right to Buy Common Stock) | \$ 7.969 | 08/03/2006 | | M | 2,000 | 05/01/2001 ⁽⁴⁾ 05/01/2010 | Common Stock | 2,000 |
| STOCK OPTION (Right to Buy Common Stock) | \$ 8.9 | 08/03/2006 | | M | 2,000 | 04/30/2002 ⁽⁵⁾ 04/30/2011 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COUILLETTE WILLIAM H JONES DAY 901 LAKESIDE AVENUE CLEVELAND, OH 44114 | X | | Assistant Secretary | |

Signatures

/s/ Aileen Liebertz, Attorney-in-Fact for William H. Coquillette 08/03/2006

__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) Restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period.
- (2) New account as of July 2004 - Shares held in Trust pursuant to Directors Deferred Compensation Plan - a 16b-3 Plan. Transaction(s) completed by Trustee as of July 28, 2006.
- (3) Direct Ownership: 652 shares are owned directly, which were previously held in Deferred Compensation Trust Account.
- (4) 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.
- (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 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 30,2002.

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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