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LAMSON & SESSIONS CO  
Form 8-A12B/A  
May 05, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
FORM 8-A/A  
(AMENDMENT NO. 1)

FOR REGISTRATION OF CERTAIN CLASSES OF  
SECURITIES PURSUANT TO SECTION 12(b) OR (g) OF  
THE SECURITIES EXCHANGE ACT OF 1934

The Lamson & Sessions Co.

-----  
(Exact Name of Registrant as Specified in Its Charter)

Ohio

34-0349210

-----  
(State of Incorporation or Organization)

-----  
(I.R.S. Employer  
Identification No.)

25701 Science Park Drive, Cleveland OH

44122-7313

-----  
(Address of Principal Executive Offices)

-----  
(Zip Code)

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(b) of the  
Exchange Act and is effective  
pursuant to General Instruction  
A.(c), please check the following  
box. [X]

If this form relates to the  
registration of a class of securities  
pursuant to Section 12(g) of the  
Exchange Act and is effective  
Pursuant to General Instruction  
A.(d), please check the following  
box. [ ]

Securities Act registration statement file number to  
which this form relates:

-----  
(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered  
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Name of Each Exchange on Which  
Each Class is to be Registered  
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Preferred Share Purchase Rights

Pacific Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

N/A

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(Title of class)

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ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

On April 29, 2005, the Board of Directors of The Lamson & Sessions Co., an Ohio corporation (the "Company") approved Amendment No. 1, dated as of May 5, 2005 (the "Amendment"), to the Rights Agreement, dated as of September 8, 1998 (the "Rights Agreement"), between the Company and National City Bank as rights agent. The Amendment provides that any person may own up to 20% of the Company's outstanding common stock before any Triggering Event (as defined in the Rights Agreement) will be deemed to occur.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which has been filed as an exhibit hereto and incorporated herein by reference. Copies of the Rights Agreement and the Amendment are available free of charge from the Company.

ITEM 2. EXHIBITS

Number -----	Description -----
4.1	Amendment No. 1, dated as of May 5, 2005, to the Rights Agreement, dated as of September 8, 1998, between the Company and National City Bank, as rights agent.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

THE LAMSON & SESSIONS CO.

By: /s/ James J. Abel

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Name: James J. Abel  
Title: Executive Vice President, Secretary,  
Treasurer and Chief Financial Officer

Date: May 5, 2005

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EXHIBIT INDEX

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