

GOLSEN JACK E
Form 5
February 14, 2012

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
Number: 3235-0362
Expires: January 31,
2005
Estimated average
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1. Name and Address of Reporting Person *
GOLSEN JACK E

(Last) (First) (Middle)

P O BOX 705

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
LSB INDUSTRIES INC [LXU]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2011

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)
Chairman of the Board and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

OKLAHOMA CITY, OK 73102

☐ Form Filed by One Reporting Person
☒ Form Filed by More than One Reporting
Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	Â	Â	Â	Â	Â	Â	4,000	D	Â
Common Stock	11/02/2011	Â	G	88,812	D	\$ 0	57,938	I	As Trustee ⁽³⁾
Common Stock	12/02/2011	Â	G	42,062	A	\$ 0	100,000	I	As Trustee ⁽³⁾
Common Stock	11/02/2011	Â	G	88,812	D	\$ 0	57,938	I	By Spouse ⁽⁴⁾

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Common Stock	12/02/2011	Â	G	42,062	D	\$ 0	15,876	I	By Spouse <u>(4)</u>
Common Stock	11/02/2011	Â	G	177,624	A	\$ 0	569,304	I	As Trustee <u>(5)</u>
Common Stock	Â	Â	Â	Â	Â	Â	15,392	I	By GFLLC <u>(1)</u>
Common Stock	Â	Â	Â	Â	Â	Â	1,958,854	I	By SBL <u>(2)</u>

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

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SEC 2270
(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)	8. Pr Deri Secu (Inst
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Series D Preferred	Â	Â	Â	Â	Â Â	Â <u>(6)</u> Â <u>(6)</u>	Common Stock	250,000
Series B Preferred	Â	Â	Â	Â	Â Â	Â <u>(7)</u> Â <u>(7)</u>	Common Stock	533,333
Series B Preferred	Â	Â	Â	Â	Â Â	Â <u>(7)</u> Â <u>(7)</u>	Common Stock	133,333

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
GOLSEN JACK E P O BOX 705 OKLAHOMA CITY,Â OKÂ 73102	Â X	Â X	Â Chairman of the Board and CEO		Â
GOLSEN SYLVIA H P O BOX 705 OKLAHOMA CITY,Â OKÂ 73102	Â	Â X	Â		Â

Signatures

Jack E. Golsen 02/14/2012

Signature of Reporting Person Date

Jack E. Golsen, 02/14/2012
Attorney-in-Fact

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) Golsen Family, L.L.C. ("GFLLC") is owned by Jack E. Golsen, chief executive officer and chairman of the board of the Issuer, through his revocable trust (43.516%), his spouse, Sylvia Golsen through her revocable trust (43.516%), his sons, Barry H. Golsen, director and the president of the Issuer (4.323%), and Steven J. Golsen, executive officer of a subsidiary of the Issuer (4.323%), and his daughter, Linda F. Rappaport (4.323%). Jack E. Golsen shares voting and dispositive power with his spouse over the Issuer securities held by GFLLC and shares voting and dispositive power over the Issuer securities held by SBL (see footnote 2). The reporting persons report beneficial ownership of all securities held by GFLLC and SBL due to Jack E. Golsen's shared voting and dispositive power over the securities beneficially owned by GFLLC and SBL, but disclaim beneficial ownership of such securities, except to the extent of their respective pecuniary interest therein.

(2) SBL, LLC ("SBL") is owned by GFLLC (49%), Barry Golsen (17%), Steven Golsen (17%), and Linda Rappaport (17%). Golsen Petroleum Corporation ("GPC") is a wholly owned subsidiary of SBL. The amount shown in Table I includes 1,674,899 shares of common stock owned directly by SBL and 283,955 shares of common stock owned directly by GPC, and the amount shown in Table II includes 12,000 shares of the Issuer's Series B Preferred owned directly by SBL and 4,000 shares of the Issuer's Series B Preferred owned directly by GPC. Voting and dispositive power over the securities held by SBL and GPC is shared by Jack E. Golsen, who is the chief executive officer and chairman of the board of the Issuer, and Barry H. Golsen, a director and the president of the Issuer.

(3) These shares of common stock are owned of record by the reporting person through his trust, the Jack E. Golsen 1992 Trust, of which the reporting person is settlor and trustee, with voting and dispositive power over the securities held in the trust.

(4) These shares of common stock are owned of record by the reporting person's spouse, through her trust, the Sylvia H. Golsen 1992 Trust, of which Sylvia H. Golsen is settlor and trustee.

(5) These shares are held by separate trusts established for the benefit of the children, grandchildren and a great-grandchild (the "Trusts") of the reporting persons, of which Jack E. Golsen is the settlor and sole trustee. The amount shown is the aggregate number of shares held in the Trusts. No single Trust has more than one beneficiary. As the sole trustee, Mr. Golsen possesses sole voting and dispositive power over the Issuer securities held in the Trusts, but holds no pecuniary interest in the securities held by the Trusts.

(6) The Issuer's Series "D" 6% Cumulative, Convertible Class C Preferred Stock is convertible at the option of the holder into the Issuer's common stock at the rate of four shares of Preferred "D" for one share of common stock. Each share is convertible as long as such is outstanding.

(7) Each share of the Issuer's Series "B" 12% Cumulative Preferred Stock is convertible, at the option of the holder into 33.3333 shares of the Issuer's common stock. Each share is convertible as long as such is outstanding.

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Remarks:

The designated reporting person is Jack E. Golsen, chairman of the board and chief executive officer.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

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