

Knutson Ronald J
 Form 4
 October 04, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Knutson Ronald J

2. Issuer Name and Ticker or Trading Symbol
 LAWSON PRODUCTS
 INC/NEW/DE/ [LAWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 10/02/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior VP and CFO

C/O LAWSON PRODUCTS,
 INC., 8770 WEST BRYN MAWR
 AVENUE, SUITE 900

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ____ Form filed by More than One Reporting Person

CHICAGO, IL 60631

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Stock | | | | | 3,501 | D | |

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)

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| 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 Security (Instr. 3 and 4) | Amount or Number of Shares | | | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|----------------------------|-----------------|--------------|-----|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | |
| Restricted Stock Award ⁽¹⁾ | \$ 10 | 10/02/2012 | | A | | 28,000 | | 12/31/2014 | 12/31/2019 | Common Stock | (1) |
| Stock Performance Rights ⁽²⁾ | \$ 10 | 10/02/2012 | | A | | 28,000 | | 12/31/2014 | 12/31/2019 | Common Stock | (2) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Knutson Ronald J C/O LAWSON PRODUCTS, INC. 8770 WEST BRYN MAWR AVENUE, SUITE 900 CHICAGO, IL 60631 | | | Senior VP and CFO | |

Signatures

/s/ Neil E. Jenkins, 10/04/2012
 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) Represents a restricted stock award that will vest on December 31, 2014. The award will have an exercise price of \$10.00 and entitle the reporting person to receive shares of the issuer's common stock equal in value to the appreciation of the common stock from the exercise price up to the date of exercise.
- (2) Stock Performance Rights, payable solely in cash, which vest on December 31, 2014. The performance rights reflect the right to receive in cash an amount equal to the appreciation in the Company's common stock above \$10.00 from the date of the award up to the date that the reporting person exercises the right.

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.