

LAMSON & SESSIONS CO
Form 4
August 03, 2005

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 *
HENNON CHARLES W

(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)

08/01/2005

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)
Vice Pres. & CIO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| COMMON STOCK | 08/01/2005 | | M | | 14,000 A \$ 9.88 | 23,087 | D |
| COMMON STOCK | 08/01/2005 | | M | | 20,000 A \$ 4.1 | 43,087 | D |
| COMMON STOCK | 08/01/2005 | | M | | 13,334 A \$ 3.44 | 56,421 | D |
| COMMON STOCK | 08/01/2005 | | M | | 6,667 A \$ 6.475 | 63,088 | D |
| COMMON STOCK | 08/01/2005 | | S | | 54,001 D \$ 15.8 | 9,087 | D ⁽¹⁾ |

| | | | |
|--------------|-------|---|-------------------------|
| COMMON STOCK | 8,243 | I | See Footnote <u>(2)</u> |
| COMMON STOCK | 2,345 | 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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy Common Stock) | \$ 9.88 | 08/01/2005 | | M | 14,000 | 02/21/2002 ⁽⁴⁾ 02/21/2011 | Common Stock | 14,000 | |
| Stock Option (Right to Buy Common Stock) | \$ 4.1 | 08/01/2005 | | M | 20,000 | 02/20/2003 ⁽⁵⁾ 02/20/2012 | Common Stock | 20,000 | |
| Stock Option (Right to Buy Common Stock) | \$ 3.44 | 08/01/2005 | | M | 13,334 | 02/18/2004 ⁽⁶⁾ 02/18/2013 | Common Stock | 13,334 | |
| Stock Option (Right to Buy Common Stock) | \$ 6.475 | 08/01/2005 | | M | 6,667 | 04/30/2005 ⁽⁷⁾ 04/30/2014 | Common Stock | 6,667 | |

Buy
Common
Stock)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HENNON CHARLES W THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122 | | | Vice Pres. & CIO | |

Signatures

/s/ Charles W.
Hennon 08/03/2005

 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) Total includes shares distributed to Reporting Person from the Trust under The Lamson & Sessions Co. Deferred Compensation Plan for Executive Officers (the "Trust") as of February 23, 2005. Total also includes 815 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, on February 18, 2006 and February 17, 2008 of 581 and 234 common shares, respectively.
 - (2) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of March 11, 2005.
 - (3) 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.
 - (4) Exercisable over three years as follows: one-third on February 21, 2002; one-third on February 21, 2003; and one-third on February 21, 2004, with number of shares vested in each year rounded to the nearest whole share.
 - (5) Exercisable over three years as follows: one-third on February 20, 2003; one-third on February 20, 2004; and one-third on February 20, 2005, with number of shares vested in each year rounded to the nearest whole share.
 - (6) Exercisable over three years as follows: one-third on February 18, 2004; one-third on February 18, 2005; and one-third on February 18, 2006, with number of shares vested in each year rounded to the nearest whole share.
 - (7) Exercisable over three years as follows; one-third on April 30, 2005; one-third on April 30, 2006; and one-third on April 30, 2007, with 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. 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.