

CLANCY EILEEN E
Form 4
December 21, 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 *
CLANCY EILEEN E

(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)

12/20/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice President-Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 (A) or (D) Price			
COMMON STOCK					3,597	I	SEE FOOTNOTE (1)
COMMON STOCK	12/20/2005		S	300 D \$ 25.61	1,677	D	
COMMON STOCK	12/20/2005		S	400 D \$ 25.56	1,277	D	
COMMON STOCK	12/20/2005		S	200 D \$ 25.44	1,077	D (2)	
					5,386	I	

COMMON
STOCK

SEE
FOOTNOTE
(3)

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)	\$ 4.968	12/20/2005		M	3,000	02/25/2000 ⁽⁴⁾ 02/25/2009	Common Stock	3,000	
Stock Option (Right to Buy Common Stock)	\$ 6.625	12/20/2005		M	3,500	02/23/2001 ⁽⁵⁾ 02/23/2010	Common Stock	3,500	
Stock Option (Right to Buy Common Stock)	\$ 5.25	12/20/2005		M	10,000	01/02/2003 ⁽⁶⁾ 01/02/2012	Common Stock	10,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CLANCY EILEEN E
THE LAMSON & SESSIONS CO.
25701 SCIENCE PARK DRIVE
CLEVELAND, OH 44122

Vice President-Human Resources

Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Eileen E.
Clancy

12/21/2005

__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) 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.
- (2) Total includes 1,077 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 591 and 486 common shares, respectively.
- (3) Held in Trust pursuant to the Deferred Compensation Plan for Executive officers - a 16b-3 Plan as of March 11, 2005.
Stock Option, pursuant to the Company's 1998 Incentive Equity Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase
- (4) 3,000 shares of the Company's Common Stock, one-hundred percent exercisable over two years, 50% in each year following the date of grant.
Stock Option, pursuant to the Company's 1998 Incentive Equity Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase
- (5) 3,500 shares of the Company's Common Stock, one-hundred percent exercisable over two years, 50% in each year following the date of grant.
- (6) 10,000 shares of the Company's Common Stock, exercisable over three years, one-third in each year following the date of grant, rounded in each year to nearest whole share.

Remarks:

Form 2 of 2

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.