

LINCOLN ELECTRIC HOLDINGS INC
 Form 4
 August 23, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 FARRELL GRETCHEN A

2. Issuer Name and Ticker or Trading Symbol
 LINCOLN ELECTRIC HOLDINGS INC [LECO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 22801 ST. CLAIR AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 08/19/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P., Human Resources

CLEVELAND, OH 44117-1199
 (City) (State) (Zip)

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

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 Shares | 08/19/2005 | | M | | 1,334 | A | \$ 13.5 0 |
| Common Shares | 08/19/2005 | | S | | 100 | D | \$ 35.81 0 |
| Common Shares | 08/19/2005 | | S | | 1,234 | D | \$ 35.8 0 |
| Common Shares | 08/19/2005 | | M | | 1,500 | A | \$ 21.61 0 |
| Common Shares | 08/19/2005 | | S | | 751 | D | \$ 35.9 0 |

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| | | | | | | | |
|---------------|------------|---|---------|---|-----------|--------------------------|--------------|
| Common Shares | 08/19/2005 | S | 749 | D | \$ 35.8 0 | D | |
| Common Shares | 08/19/2005 | I | 655.309 | A | \$ 35.77 | 4,332.272 ⁽¹⁾ | I 401-K Plan |
| Common Shares | | | | | | 1,111.704 ⁽²⁾ | I SPP |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 13.5 | 08/19/2005 | | M | 1,334 | ⁽³⁾ 10/11/2010 | Common Shares | 1,334 |
| Employee Stock Option (Right to Buy) | \$ 21.61 | 08/19/2005 | | M | 1,500 | ⁽³⁾ 10/10/2011 | Common Shares | 1,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| FARRELL GRETCHEN A 22801 ST. CLAIR AVENUE CLEVELAND, OH 44117-1199 | | | V.P., Human Resources | |

Signatures

/s/ Gretchen A.
Farrell

08/23/2005

__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).

- Held by trustee pursuant to The Lincoln Electric Company 401-k plan. Holdings are reported by the plan on a unitized basis, which units
- (1) represent approximately 1,848.210 shares. Total adjusted to reflect 915.612 units acquired since Reporting Person's last report as reported by the plan trustee on a unitized basis.
 - (2) Shares held pursuant to The Lincoln Electric Company 1995 Stock Purchase Plan (including Dividend Reinvestment).
 - (3) Exercisable in equal installments on the first, second and third anniversaries of the date of grant.

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

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