LYDALL INC /DE/ Form 4

December 05, 2007

### 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).

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 \* BARNHART DALE G

(First) (Middle) (Last)

C/O LYDALL, INC., ONE COLONIAL ROAD, P.O. BOX 151

MANCHESTER, CT 06045-0151

(State)

12/03/2007

(City)

Common

Stock

(Street)

(Zip)

2. Issuer Name and Ticker or Trading

Symbol

LYDALL INC /DE/ [LDL]

3. Date of Earliest Transaction (Month/Day/Year) 12/03/2007

4. If Amendment, Date Original

Filed(Month/Day/Year)

Person

4. Securities Acquired

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Issuer

below)

Director

Applicable Line)

5. Amount of

Beneficially

Securities

Owned Following

Reported

Transaction(s) (Instr. 3 and 4)

X\_ Officer (give title

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

Code (D) (Instr. 8)

3.

(Instr. 3, 4 and 5)

Transaction(A) or Disposed of

(A)

Code V Amount (D) Price

10,000 A A \$0 30,000 (1)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

**OMB APPROVAL** 

OMB 3235-0287 Number: January 31,

Expires: 2005 Estimated average

burden hours per response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President & CEO

6. Individual or Joint/Group Filing(Check

(D) or

D

Indirect (I)

(Instr. 4)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

0.5

10% Owner

6. Ownership 7. Nature of

Beneficial

Ownership

(Instr. 4)

SEC 1474

(9-02)

Form: Direct Indirect

Other (specify

(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. Transactio Code (Instr. 8)	5. Number out of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Yea		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (I	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 9.7	12/03/2007		A	4,000	12/07/2007(2)	12/07/2017	Common Stock	4,000

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

BARNHART DALE G C/O LYDALL, INC. ONE COLONIAL ROAD, P.O. BOX 151 MANCHESTER, CT 06045-0151

President & CEO

## **Signatures**

David Jacoboski, Attorney-in-fact, for Dale G. Barnhart

12/05/2007

\*\*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) Restricted stock award granted under the Lydall 2003 Stock Incentive Compensation Plan. Award vests ratably over four years.
- (2) Employee Stock Options granted under the Lydall 2003 Stock Incentive Compensation Plan expire 10 years subsequent to initial grant date.

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.

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