LYDALL INC /DE/ Form 4 April 29, 2010

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* HAMMETT SUZANNE

2. Issuer Name and Ticker or Trading Symbol

LYDALL INC /DE/ [LDL]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 04/28/2010

X\_ Director 10% Owner Other (specify Officer (give title

5. Relationship of Reporting Person(s) to

(Check all applicable)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Issuer

below)

MANCHESTER, CT 06042

C/O LYDALL, INC., ONE

COLONIAL ROAD

(City) (State) (Zip)

(Street)

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

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed

Derivative Conversion Security or Exercise

(Month/Day/Year)

Execution Date, if any

5. Number Transaction of Derivative Date Code Securities

6. Date Exercisable and Expiration (Month/Day/Year)

7. Title and Amount Underlying Securitie (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/	'Day/Year)	(Instr. 8	8)	Acquire (A) or Dispose (D) (Instr. 3, and 5)	d of				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 8.65	04/28/2010		A		325		04/28/2011(1)	04/27/2020(2)	Common Stock	325
Option to Buy	\$ 8.65	04/28/2010		A		3,000		04/28/2011(3)	04/27/2020(4)	Common Stock	3,00

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r g	Director	10% Owner	Officer	Other			
HAMMETT SUZANNE C/O LYDALL, INC. ONE COLONIAL ROAD MANCHESTER, CT 06042	X						

### **Signatures**

Paul G. Igoe, Attorney-in-fact for Suzanne
Hammett
04/29/2010

\*\*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).
- Non-qualified stock options granted under the Amended and Restated Lydall 2003 Stock Incentive Compensation Plan. These options are granted automatically on the date of the Annual Meeting of Shareholders to each person then serving as an Outside Director of the Issuer and become exercisable in three equal installments commencing on the first anniversary of the date of grant.
- Options are exercisable until the earlier of ten years from date of grant or a period of three years from the date on which such person ceases to be a Director of the Issuer.
- Non-qualified stock options granted under the Amended and Restated Lydall 2003 Stock Incentive Compensation Plan. These options are granted automatically on the date of the Annual Meeting of Shareholders to each person then serving as an Outside Director of the Issuer and become exercisable in four equal annual installments commencing as of the first anniversary of the date of grant.
- (4) Options are exercisable until the earlier of ten years from date of grant or a period of three months from the date such person ceases to be a Director of the Issuer (for any reason other than death).

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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