

LYDALL INC /DE/  
Form 3  
February 24, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |                                                      |
| Â Abbruzzi Joseph A.                      |          | (Month/Day/Year)                     | LYDALL INC /DE/ [LDL]                                                  |                                                      |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|                                           |          | 02/20/2014                           |                                                                        |                                                      |
| C/O LYDALL, INC.,Â ONE COLONIAL ROAD      |          |                                      | (Check all applicable)                                                 |                                                      |
|                                           | (Street) |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
|                                           |          |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
|                                           |          |                                      | (give title below)                                                     | (specify below)                                      |
|                                           |          |                                      | Pres., Industrial Filtration                                           |                                                      |
| MANCHESTER,Â CTÂ 06042                    |          |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)             |                                                      |
| (City)                                    | (State)  | (Zip)                                | <input checked="" type="checkbox"/> Form filed by One Reporting Person |                                                      |
|                                           |          |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |                                                      |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|-------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock                    | 5,000 <sup>(1)</sup>                                  | D                                                        | Â                                                     |
| Common Stock                    | 4,449 <sup>(2)</sup>                                  | D                                                        | Â                                                     |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|---------------------------------|-------------------------------------------------------|
|--------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------------------|------------------------------------|---------------------------------|-------------------------------------------------------|

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|                        | Date Exercisable          | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|------------------------|---------------------------|-----------------|--------------|----------------------------|---------------------|-------------------------------------------------|---|
| Incentive Stock Option | 12/05/2013 <sup>(3)</sup> | 12/04/2022      | Common Stock | 10,000                     | \$ 13.29            | D                                               | Â |
| Incentive Stock Option | 12/06/2014 <sup>(3)</sup> | 12/05/2023      | Common Stock | 4,150                      | \$ 16.98            | D                                               | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                      | Relationships |           |                                |       |
|-------------------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                                     | Director      | 10% Owner | Officer                        | Other |
| Abbruzzi Joseph A.<br>C/O LYDALL, INC.<br>ONE COLONIAL ROAD<br>MANCHESTER, CT 06042 | Â             | Â         | Â Pres., Industrial Filtration | Â     |

## Signatures

Chad A. McDaniel, Attorney-in-fact for Joseph A. Abbruzzi

02/24/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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, Inc. 2012 Stock Incentive Plan. Award vests in full on the third anniversary of the date of grant (12/5/2015).

(2) Represents an award of Performance Shares granted under the Lydall 2012 Stock Incentive Plan, which award is subject to a substantial risk of forfeiture and vests, if at all, to the extent determined upon certification by the Compensation Committee of the Board of Directors of the Company that the Company has achieved certain specified financial performance criteria during the three--year period, January 1, 2013 and ending as of December 31, 2015.

(3) Incentive stock options granted under the Lydall, Inc. 2012 Stock Incentive Plan. Options become exercisable at the rate of 25% per year, beginning one year from 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.