

LAMSON & SESSIONS CO
Form 4
August 04, 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 *
SUTTERER NORMAN P

(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)

08/02/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| COMMON STOCK | 08/02/2005 | | M | | 10,000 A \$ 8.563 | 17,080 | D |
| COMMON STOCK | 08/02/2005 | | S | | 1,000 D \$ 16.41 | 16,080 | D |
| COMMON STOCK | 08/02/2005 | | S | | 500 D \$ 16.2 | 15,580 | D |
| COMMON STOCK | 08/02/2005 | | S | | 8,542 D \$ 16.1 | 7,038 | D |
| COMMON STOCK | 08/02/2005 | | S | | 700 D \$ 16.11 | 6,338 | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|------------------|-------------------------|
| COMMON STOCK | 08/02/2005 | S | 200 | D | \$ 16.13 | 6,138 | D | |
| COMMON STOCK | 08/02/2005 | S | 300 | D | \$ 16.18 | 5,838 | D | |
| COMMON STOCK | 08/02/2005 | S | 200 | D | \$ 16.23 | 5,638 | D | |
| COMMON STOCK | 08/02/2005 | S | 1,400 | D | \$ 16.25 | 4,238 | D | |
| COMMON STOCK | 08/02/2005 | S | 200 | D | \$ 16.28 | 4,038 | D | |
| COMMON STOCK | 08/02/2005 | S | 1,000 | D | \$ 16.3 | 3,038 | D | |
| COMMON STOCK | 08/02/2005 | S | 1,700 | D | \$ 16.31 | 1,338 | D | |
| COMMON STOCK | 08/02/2005 | S | 300 | D | \$ 16.37 | 1,038 | D ⁽¹⁾ | |
| COMMON STOCK | | | | | | 5,867 | I | See Footnote <u>(2)</u> |
| COMMON STOCK | | | | | | 18,623 | I | See Footnote <u>(3)</u> |
| COMMON STOCK | | | | | | 3,000 | I | See Footnote <u>(4)</u> |

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.

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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |

Stock
 Option
 (Right to Buy Common Stock)
 \$ 8.563 08/02/2005 M 10,000 03/01/1997⁽⁵⁾ 03/01/2006 Common Stock 10,000

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SUTTERER NORMAN P THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122 | | | Senior Vice President | |

Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Norman P. Sutterer
 08/04/2005

**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) Total includes 667 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 370 and 297 common shares, respectively.
- (2) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of March 11, 2005.
- (3) 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.
- (4) Held in IRA for benefit of self.
- (5) Exercisable over three years as follows: one-third on March 1, 1997; one-third on March 1, 1998; and one-third on March 1, 1999, with the number of shares vested in each year rounded to the nearest whole share.

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.