

LAMSON & SESSIONS CO
Form 4
December 13, 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 *
COUILLETTE WILLIAM H

(Last) (First) (Middle)

JONES DAY, 901 LAKESIDE AVENUE

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LAMSON & SESSIONS CO [LMS]

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

12/09/2005

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)
Assistant Secretary

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 (D) Price | | | |
| COMMON STOCK | 12/09/2005 | | A | 12 A \$ 30.11 | 1,140 | D ⁽¹⁾ | |
| COMMON STOCK | 12/12/2005 | | A | 49 A \$ 30.7 | 3,732 | I | See Footnote ⁽²⁾ |
| COMMON STOCK | 12/13/2005 | | M | 1,000 A \$ 7.563 | 5,837 | D | |
| COMMON STOCK | 12/13/2005 | | M | 1,000 A \$ 7.469 | 6,837 | D | |
| COMMON STOCK | 12/13/2005 | | M | 2,000 A \$ 5.625 | 8,837 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|------------|-------|------------------|
| COMMON STOCK | 12/13/2005 | S | 3,300 | D | \$ 30.37 | 5,537 | D |
| COMMON STOCK | 12/13/2005 | S | 500 | D | \$ 30.3701 | 5,037 | D |
| COMMON STOCK | 12/13/2005 | S | 200 | D | \$ 30.38 | 4,837 | D |
| COMMON STOCK | 12/13/2005 | S | 800 | D | \$ 30.5 | 4,037 | D |
| COMMON STOCK | 12/13/2005 | S | 1,200 | D | \$ 30.52 | 2,837 | D |
| COMMON STOCK | 12/13/2005 | S | 600 | D | \$ 30.53 | 2,237 | D |
| COMMON STOCK | 12/13/2005 | S | 1,400 | D | \$ 30.5301 | 837 | D ⁽³⁾ |

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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Stock Option (Right to Buy Common Stock) | \$ 7.563 | 12/13/2005 | | M | 1,000 | 04/28/1998 ⁽⁴⁾ | 04/27/2007 | Common Stock | 1,000 |
| Stock Option (Right to Buy) | \$ 7.469 | 12/13/2005 | | M | 1,000 | 04/27/1999 ⁽⁵⁾ | 04/26/2008 | Common Stock | 1,000 |

Common
Stock)

Stock

Option
(Right to
Buy

\$ 5.625

12/13/2005

M

2,000

04/26/2000⁽⁶⁾ 04/25/2009Common
Stock

2,000

Common
Stock)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| COUILLETTE WILLIAM H JONES DAY 901 LAKESIDE AVENUE CLEVELAND, OH 44114 | X | | Assistant Secretary | |

Signatures

/s/ Aileen Liebertz, Attorney-in-Fact for William H.
Coquillette

12/13/2005

**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) Restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period.
- (2) New account as of July 2004 - Shares held in Trust pursuant to Directors Deferred Compensation Plan - a 16b-3 Plan. Transaction(s) completed by Trustee as of December 12, 2005.
- (3) Direct Ownership: 837 shares are owned directly, which were previously held in Deferred Compensation Trust Account.
- (4) Stock Option, pursuant to the Company's Non-Employee Directors Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 1,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 28, 1998.
- (5) Stock Option, pursuant to the Company's Non-Employee Directors Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 1,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 27, 1999.
- (6) Stock Option, pursuant to the Company's Non-Employee Directors Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 26, 2000.

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.