GOLSEN BARRY H

Form 4

October 05, 2010

FORM 4

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

OMB APPROVAL

Form 4 or Form 5 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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GOLSEN BARRY H			2. Issuer Name and Ticker or Trading Symbol LSB INDUSTRIES INC [LXU]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)			
P O BOX 705			(Month/Day/Year) 10/01/2010	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) President and COO			
(Street) OKLAHOMA CITY, OK 73102			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly 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. Securi on(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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)
Common Stock							307,889	D	
Common Stock							533	I	By Spouse
Common Stock	10/01/2010		S	2,765 (4) (8)	D	\$ 19 (8)	65,457 <u>(4)</u>	I	By GFLLC (2)
Common Stock	10/04/2010		S	454 <u>(4)</u> <u>(9)</u>	D	\$ 19.05 (9)	65,003 (4)	I	By GFLLC (2)
Common Stock	10/05/2010		S	1,104 (4) (10)	D	\$ 19.13	63,899 (4)	I	By GFLLC (2)

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(10)

Common Stock	20,629 (4)	I	By SBL (3)
Reminder: Report on a separate line for each class of securities beneficially owned directly or indir Persons who respond information contained required to respond undisplays a currently value.	to the collect in this form nless the for	are not m	SEC 1474 (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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. I De Sec (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
5.5% Convertible Debentures	<u>(5)</u>					<u>(5)</u>	07/01/2012	Common Stock	3,085	
5.5% Convertible Debentures	<u>(5)</u>					<u>(5)</u>	07/01/2012	Common Stock	24,754	
Series B Preferred	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	17,067	
Series B Preferred	<u>(6)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	90,666	
Series D Preferred	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	5,296	
Series D Preferred	<u>(7)</u>					<u>(7)</u>	<u>(7)</u>	Common Stock	42,500	

Reporting Owners

Reporting Owner Name / Address Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

GOLSEN BARRY H P O BOX 705 OKLAHOMA CITY, OK 73102

X President and COO

Signatures

Jack E Golsen, Attorney-in-Fact

10/05/2010

**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).
- (1) These shares of common stock are owned of record by the reporting person's wife. The reporting person disclaims beneficial ownership of the shares owned by his wife.
- Golsen Family, L.L.C. ("GFLLC") is owned by Jack E. Golsen, chief executive officer and chairman of the board of the Issuer, through his revocable trust (43.516%), his spouse, Sylvia Golsen through her revocable trust (43.516%), his sons, Barry H. Golsen, a director and the president of the Issuer (4.323%), and Steven J. Golsen, executive officer of a subsidiary of the Issuer (4.323%), and his daughter, Linda F. Rappaport (4.322%). The Issuer securities reported as beneficially owned by GFLLC includes the shares beneficially owned by GFLLC through SBL (see footnote 3). The reporting person disclaims beneficial ownership of the Issuer securities held by GFLLC, except to the extent of his pecuniary interest therein.
- SBL, LLC ("SBL") is owned by GFLLC (49%), Steven Golsen (17%), Linda Rappaport (17%), and the reporting person (17%). Golsen Petroleum Corporation ("GPC") is a wholly owned subsidiary of SBL. The amount shown includes Issuer securities owned by GPC. Voting and dispositive power over the securities held by SBL and GPC is shared by Jack E. Golsen, who is the chief executive officer and chairman of the board of the Issuer, and the reporting person, a director and the president of the Issuer.
- The amount of Issuer securities shown as beneficially owned by the reporting person is based on the reporting person's proportionate ownership in (1) GFLLC, which is comprised of (a) GFLLC's direct ownership of Issuer securities and (b) GFLLC's indirect ownership of Issuer securities through its proportionate ownership in SBL, and (2) SBL, which is comprised of (a) SBL's direct ownership of Issuer securities and (b) SBL's indirect ownership of Issuer securities through SBL.
 - The Issuer's 5.5% Convertible Senior Subordinated Debentures due 2012 (the "Debentures") are convertible at the option of the holder in whole or in part into the Issuer's common stock prior to their maturity. The conversion rate of the Debentures is 36.4 shares of the
- Issuer's common stock per \$1,000 principal amount of debentures (representing a conversion price of \$27.47 per share of common stock), subject to adjustment under certain conditions as set forth in the Indenture, dated June 28, 2007 (the "Indenture"), by the Issuer in favor of UMB Bank, N.A., as Trustee, filed as Exhibit 4.2 to the Issuer's Form 8-K on June 29, 2007. The Debentures bear interest at the rate of 5.5% per year and mature on July 1, 2012.
- Each share of the Issuer's Series "B" 12% Cumulative Preferred Stock is convertible, at the option of the holder into 33.3333 shares of the Issuer's common stock. Each share is convertible as long as such is outstanding.
- The Issuer's Series "D" 6% Cumulative, Convertible Class C Preferred Stock is convertible at the option of the holder into the Issuer's common stock at the rate of four shares of Preferred "D" for one share of common stock. Each share is convertible as long as such is outstanding.
 - On October 1, 2010, GFLLC sold a total of 63,791 shares of the Issuer's common stock at the weighted average price per share of \$19.00, which is based on multiple prices ranging from \$19.00 to \$19.08. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Eychange Commission, upon request, full information regarding the
- (8) security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range. These shares were sold pursuant to the Rule 10b5-1 Sales Plan adopted by GFLLC on August 19, 2010.
 - On October 4, 2010, GFLLC sold a total of 10,498 shares of the Issuer's common stock at the weighted average price per share of \$19.05, which is based on multiple prices ranging from \$19.00 to \$19.18. The reporting persons undertake to provide to the Issuer, any
- (9) security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range. These shares were sold pursuant to the Rule 10b5-1 Sales Plan adopted by GFLLC on August 19, 2010.
- (10) On October 5, 2010, GFLLC sold a total of 25,531 shares of the Issuer's common stock at the weighted average price per share of \$19.13, which is based on multiple prices ranging from \$19.01 to \$19.37. The reporting persons undertake to provide to the Issuer, any

Signatures 3

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security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range. These shares were sold pursuant to the Rule 10b5-1 Sales Plan adopted by GFLLC on August 19, 2010.

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.