

LAMSON & SESSIONS CO
Form 4
November 07, 2007

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 *
SPENCER LORI L

(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)

11/05/2007

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)
Vice Pres. & Controller

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	(A) or (D)	Price		
COMMON STOCK	11/05/2007		D ⁽¹⁾		836	D	\$ 27 0	I	See Footnote (1)
COMMON STOCK	11/05/2007		D ⁽¹⁾		27,406	D	\$ 27 0	D	
COMMON STOCK	11/05/2007		D ⁽¹⁾		3,872	D	\$ 27 0	I	See Footnote (1)

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

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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 Security (Instr. 3 and 4)	Amount or Number of Shares
NonQualified Stock Option	\$ 4.968	11/05/2007		D	12,000	<u>(2)</u> 02/25/2009	Common Shares	12,000
NonQualified Stock Option	\$ 6.625	11/05/2007		D	12,000	<u>(3)</u> 02/23/2010	Common Shares	12,000
NonQualified Stock Option	\$ 9.88	11/05/2007		D	10,000	<u>(4)</u> 02/21/2011	Common Shares	10,000
NonQualified Stock Option	\$ 4.1	11/05/2007		D	12,000	<u>(5)</u> 02/20/2012	Common Shares	12,000
NonQualified Stock Option	\$ 3.44	11/05/2007		D	12,000	<u>(6)</u> 02/18/2013	Common Shares	12,000
NonQualified Stock Option	\$ 6.475	11/05/2007		D	12,000	<u>(7)</u> 04/30/2014	Common Shares	12,000
NonQualified Stock Option	\$ 9.725	11/05/2007		D	12,000	<u>(8)</u> 04/29/2015	Common Shares	12,000
Stock Appreciation Rights	\$ 28.9	11/05/2007		D	2,400	<u>(9)</u> 02/16/2016	Common Shares	2,400
Stock Appreciation Rights	\$ 30.23	11/05/2007		D	2,300	<u>(9)</u> 02/23/2017	Common Shares	2,300

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Vice Pres. & Controller

SPENCER LORI L
THE LAMSON & SESSIONS CO.
25701 SCIENCE PARK DRIVE
CLEVELAND, OH 44122

Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Lori L.
Spencer

11/07/2007

__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) Reflects disposition of shares in exchange for cash price indicated pursuant to the Agreement and Plan of Merger by and among Thomas & Betts Corporation, T&B Acquisition II Corp. and The Lamson & Sessions Co.
- (2) The option, which provided for vesting in three equal annual installments beginning February 25, 2000, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (3) The option, which provided for vesting in three equal annual installments beginning February 23, 2001, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (4) The option, which provided for vesting in three equal annual installments beginning February 21, 2002, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (5) The option, which provided for vesting in three equal annual installments beginning February 20, 2003, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (6) The option, which provided for vesting in three equal annual installments beginning February 18, 2004, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (7) The option, which provided for vesting in three equal annual installments beginning April 30, 2005, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (8) The option, which provided for vesting in three equal annual installments beginning April 29, 2006, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (9) The Stock Appreciation Rights were cancelled as they are "underwater" based on the \$27.00 per share cash payment per the Merger Agreement between Lamson & Sessions and Thomas & Betts.

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.