

LAMSON & SESSIONS CO

Form 4

April 12, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHULZE JOHN B

(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)

04/10/2006

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)

Chmn of the Bd., Pres. & CEO

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								51	I	See Footnote <u>(1)</u>
COMMON STOCK								1,100	I	See Footnote <u>(2)</u>
COMMON STOCK								700	I	See Footnote <u>(3)</u>
COMMON	04/11/2006		S		100	D	\$	310.035	D ⁽⁴⁾	

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STOCK					29.89		
COMMON STOCK	04/11/2006	S	900	D	\$ 29.88	309,135	D
COMMON STOCK	04/11/2006	S	300	D	\$ 29.87	308,835	D
COMMON STOCK	04/11/2006	S	300	D	\$ 29.83	308,535	D
COMMON STOCK	04/11/2006	S	6,200	D	\$ 29.82	302,335	D
COMMON STOCK	04/11/2006	S	1,600	D	\$ 29.81	300,735	D
COMMON STOCK	04/11/2006	S	700	D	\$ 29.8	300,035	D
COMMON STOCK	04/11/2006	S	800	D	\$ 29.79	299,235	D
COMMON STOCK	04/11/2006	S	1,000	D	\$ 29.78	298,235	D
COMMON STOCK	04/11/2006	S	200	D	\$ 29.77	298,035	D
COMMON STOCK	04/11/2006	S	4,600	D	\$ 29.76	293,435	D
COMMON STOCK	04/11/2006	S	33,300	D	\$ 29.75	260,135	D

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.

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. 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
				Code	V (A) (D)		Title
	\$ 4.968	04/10/2006		M	49,200	02/25/2000 ⁽⁵⁾	02/25/2009
							Amount or Number of Shares
							49,200

Stock
Option
(Right to
Buy
Common
Stock)

Common
Stock

Stock
Option
(Right to
Buy
Common
Stock)

\$ 3.44 04/10/2006

M

55,000

02/18/2004⁽⁶⁾

02/18/2013

Common
Stock

55,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULZE JOHN B THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122	X		Chmn of the Bd., Pres. & CEO	

Signatures

/s/John B.
Schulze 04/12/2006

__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) Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan"), as of December 31, 2005, exempt under Rule 16b-3(c).
- (2) IRA account for benefit of reporting person.
- (3) IRA account for benefit of wife.
- (4) Total reflects 9,800 shares of restricted stock, vesting on February 16, 2012, but subject to accelerated vesting, based on stock performance.
- (5) Exercisable over three years as follows: one-third on February 25, 2000; one-third on February 25, 2001; and one-third on February 25, 2002, with number of shares vested in each year rounded to the nearest whole share.
- (6) Exercisable over three years as follows: one-third on February 18, 2004; one-third on February 18, 2005; and one-third on February 18, 2006, with number of shares vested in each year rounded to the nearest whole share.

Remarks:

Form 2 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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