

SPENCER LORI L
Form 4
December 16, 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 *
SPENCER LORI L

2. Issuer Name and Ticker or Trading Symbol

LAMSON & SESSIONS CO [LMS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Vice Pres. & Controller

(Last) (First) (Middle)
THE LAMSON & SESSIONS
CO., 25701 SCIENCE PARK
DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2005

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

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

CLEVELAND, OH 44122

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (A) or (D) Price | | | |
| COMMON STOCK | | | | | 132 | I | See Footnote (1) |
| COMMON STOCK | 12/14/2005 | | M | 4,000 A \$ 8.563 | 27,502 | D | |
| COMMON STOCK | 12/14/2005 | | M | 5,000 A \$ 7.938 | 32,502 | D | |
| COMMON STOCK | 12/14/2005 | | M | 15,000 A \$ 6.938 | 47,502 | D | |
| | 12/14/2005 | | S | 24,000 D | 23,502 | D (2) | |

| | | | | | | |
|--------------|---------|-------|--|---|--|------------------|
| COMMON STOCK | \$ | | | | | |
| | 27.5067 | | | | | |
| COMMON STOCK | | 4,956 | | I | | See Footnote (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.

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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| Stock Option (Right to Buy Common Stock) | \$ 8.563 | 12/14/2005 | | M | 4,000 | 03/01/1997 ⁽⁴⁾ 03/01/2006 | Common Stock | 4,000 |
| Stock Option (Right to Buy Common Stock) | \$ 7.938 | 12/14/2005 | | M | 5,000 | 02/27/1998 ⁽⁵⁾ 02/27/2007 | Common Stock | 5,000 |
| Stock Option (Right to Buy Common Stock) | \$ 6.938 | 12/14/2005 | | M | 15,000 | 02/26/1999 ⁽⁶⁾ 02/26/2008 | Common Stock | 15,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

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

Vice Pres. & Controller

Signatures

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

12/16/2005

__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) 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

Total includes shares distributed to Reporting Person from the Trust under The Lamson & Sessions Co. Deferred Compensation Plan for
(2) Executive Officers (the "Trust") as of June 2, 2004. Total also includes 991 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 604 and 387 common shares, respectively.
- (3) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of March 11, 2005.

Grant to Reporting Person of option to buy 4,000 shares of the Company's Common Stock, exercisable over two years as follows:
(4) one-third on March 1, 1997 and one-third exercisable on March 1, 1998, with number of shares vested in each year rounded to the nearest whole share.

Grant to Reporting Person of option to buy 5,000 shares of the Company's Common Stock, exercisable over three years as follows:
(5) one-third on February 27, 1998; one-third on February 27, 1999; and one-third on February 27, 2000, with the number of shares vested in each year rounded to the nearest whole share.

Grant to Reporting Person of option to buy 15,000 shares of the Company's Common Stock, exercisable over three years as follows:
(6) one-third on February 26, 1999; one-third on February 26, 2000; and one-third on February 26, 2001, with 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.