

LAMSON & SESSIONS CO
Form 4
April 11, 2006

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 *
GUTIERREZ DONALD A

(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)
04/07/2006

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)
Senior Vice President

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 | | | | | 3,630 | I | See Footnote (1) |
| COMMON STOCK | 04/07/2006 | | M | | 25,000 | A | \$ 6.625 42,855 |
| COMMON STOCK | 04/07/2006 | | S | | 800 | D | \$ 29.35 42,055 |
| COMMON STOCK | 04/07/2006 | | S | | 300 | D | \$ 29.34 41,755 |
| | 04/07/2006 | | S | | 1,000 | D | 40,755 |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| COMMON STOCK | | | | | \$ 29.31 | | |
| COMMON STOCK | 04/07/2006 | S | 500 | D | \$ 29.26 | 40,255 | D |
| COMMON STOCK | 04/07/2006 | S | 300 | D | \$ 29.25 | 39,955 | D |
| COMMON STOCK | 04/07/2006 | S | 200 | D | \$ 29.22 | 39,755 | D |
| COMMON STOCK | 04/07/2006 | S | 1,000 | D | \$ 29.2 | 38,755 | D |
| COMMON STOCK | 04/07/2006 | S | 200 | D | \$ 29.19 | 38,555 | D |
| COMMON STOCK | 04/07/2006 | S | 300 | D | \$ 29.18 | 38,255 | D |
| COMMON STOCK | 04/07/2006 | S | 800 | D | \$ 29.17 | 37,455 | D |
| COMMON STOCK | 04/07/2006 | S | 700 | D | \$ 29.16 | 36,755 | D |
| COMMON STOCK | 04/07/2006 | S | 2,600 | D | \$ 29.15 | 34,155 | D |
| COMMON STOCK | 04/07/2006 | S | 1,100 | D | \$ 29.14 | 33,055 | D |
| COMMON STOCK | 04/07/2006 | S | 900 | D | \$ 29.13 | 32,155 | D |
| COMMON STOCK | 04/07/2006 | S | 1,600 | D | \$ 29.12 | 30,555 | D |
| COMMON STOCK | 04/07/2006 | S | 3,500 | D | \$ 29.11 | 27,055 | D |
| COMMON STOCK | 04/07/2006 | S | 1,900 | D | \$ 29.1 | 25,155 | D |
| COMMON STOCK | 04/07/2006 | S | 1,000 | D | \$ 29.09 | 24,155 | D |
| COMMON STOCK | 04/07/2006 | S | 1,300 | D | \$ 29.07 | 22,855 | D |
| COMMON STOCK | 04/07/2006 | S | 700 | D | \$ 29.06 | 22,155 | D |
| COMMON STOCK | 04/07/2006 | S | 2,500 | D | \$ 29.05 | 19,655 | D |
| COMMON STOCK | 04/07/2006 | S | 200 | D | \$ 29.04 | 19,455 | D |
| | 04/07/2006 | S | 600 | D | | 18,855 | D |

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| | | | | | | | | | |
|--------------|------------|--|---|-----|----------|----------|--------|------------------|-------------------------|
| COMMON STOCK | | | | | \$ 28.98 | | | | |
| COMMON STOCK | 04/07/2006 | | S | 500 | D | \$ 28.95 | 18,355 | D | |
| COMMON STOCK | 04/07/2006 | | S | 500 | D | \$ 28.9 | 17,855 | D ⁽²⁾ | |
| COMMON STOCK | | | | | | | 2,959 | I | See Footnote <u>(3)</u> |

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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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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy Common Stock) | \$ 6.625 | 04/07/2006 | | M | 25,000 | 02/23/2001 ⁽⁴⁾ 02/23/2010 | Common Stock | 25,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GUTIERREZ DONALD A THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122 | | | Senior Vice President | |

Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Donald A. Gutierrez

04/11/2006

__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"), exempt under Rule 16b-3(c). Total adjusted to reflect ongoing acquisitions under the 401(k) Plan since Reporting Person's last report.
- (2) Total also includes 539 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, on February 17, 2008 and February 16, 2009 of 341 and 198 common shares, respectively.
- (3) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of March 10,2006.
- (4) Exercisable over three years as follows: one-third on February 23, 2001; one-third on February 23, 2002; and one-third on February 23, 2003, with the 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.

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