

LAWSON PRODUCTS INC/NEW/DE/  
Form 3/A  
March 27, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>McCarthy Shane</p> <p>(Last) (First) (Middle)</p> <p>C/O LAWSON PRODUCTS, INC., 8770 WEST BRYN MAWR AVENUE, SUITE 900</p> <p>(Street)</p> <p>CHICAGO, IL 60631</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/14/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LAWSON PRODUCTS INC/NEW/DE/ [LAWS]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) SVP, Operations</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/14/2013</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$1.00 par value	1,842	D	

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Award	12/31/2013	12/31/2013	Common Stock	533 <sup>(1)</sup>	\$ 0	D	Â
Restricted Stock Award	12/31/2014	12/31/2014	Common Stock	636 <sup>(1)</sup>	\$ 0	D	Â
Stock Performance Rights	02/25/2012	02/25/2019	Common Stock	5,000 <sup>(2)</sup>	\$ 19.62	D	Â
Stock Performance Rights	12/22/2012	12/22/2016	Common Stock	2,300 <sup>(2)</sup>	\$ 17.65	D	Â
Stock Performance Rights	12/31/2014	10/02/2017	Common Stock	10,000 <sup>(2)</sup>	\$ 10	D	Â
Stock Performance Rights	12/31/2015	12/31/2020	Common Stock	8,326 <sup>(2)</sup>	\$ 12.18	D	Â
Market Stock Units	12/31/2015	12/31/2015	Common Stock	5,375 <sup>(3)</sup>	\$ 0	D	Â
Stock Options	12/31/2012	12/31/2019	Common Stock	1,152 <sup>(4)</sup>	\$ 14.04	D	Â
Stock Options	12/31/2014	10/02/2017	Common Stock	10,000 <sup>(5)</sup>	\$ 10	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Shane C/O LAWSON PRODUCTS, INC. 8770 WEST BRYN MAWR AVENUE, SUITE 900 CHICAGO, IL 60631	Â	Â	Â SVP, Operations	Â

## Signatures

/s/ Neil E. Jenkins,  
Attorney-in-Fact

03/27/2014

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Represents the right to receive shares of common stock at the exercise date in an amount equal to the number of restricted stock awards.
- (2) Represents the right to receive cash in an amount equal to the appreciation in the common stock above the exercise price at the date the reporting person exercises the right.
- (3)

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Represents the right to receive an amount of shares of common stock, up to the amount set forth in the table, based upon the appreciation of the common stock from the grant date to December 31, 2015.

- (4) Represents the right to purchase one share of common stock in exchange for the exercise price of \$14.04 at the date the reporting person exercises the right.
- (5) Represents the right to receive shares of common stock equal in value to the appreciation of the common stock from the exercise price of \$10.00 at the date the reporting person exercises the right.

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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