

DeCata Michael G
 Form 4
 April 13, 2018

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 *
 DeCata Michael G

2. Issuer Name and Ticker or Trading Symbol
 LAWSON PRODUCTS
 INC/NEW/DE/ [LAWS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

(Last) (First) (Middle)

C/O LAWSON PRODUCTS,
 INC., 8770 WEST BRYN MAWR
 AVENUE, SUITE 900

3. Date of Earliest Transaction
 (Month/Day/Year)
 04/11/2018

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

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

CHICAGO, IL 60631

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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)			
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Restricted Stock Awards	\$ 0	04/11/2018		J ⁽¹⁾		2,000	12/31/2019	12/31/2019	Common Stock	2
Restricted Stock Awards ⁽²⁾	\$ 0	04/11/2018		A ⁽³⁾	2,000		12/31/2019	12/31/2019	Common Stock	2
Market Stock Units	\$ 0	04/11/2018		J ⁽¹⁾		86,901	12/31/2019	12/31/2019	Common Stock	86
Market Stock Units ⁽⁴⁾	\$ 0	04/11/2018		A ⁽³⁾	86,901		12/31/2019	12/31/2019	Common Stock	86
Restricted Stock Awards	\$ 0	04/11/2018		J ⁽¹⁾		29,083	08/14/2020	08/14/2020	Common Stock	29
Restricted Stock Awards ⁽⁵⁾	\$ 0	04/11/2018		A ⁽³⁾	29,083		08/14/2020	08/14/2020	Common Stock	29

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeCata Michael G C/O LAWSON PRODUCTS, INC. 8770 WEST BRYN MAWR AVENUE, SUITE 900 CHICAGO, IL 60631	X		President and CEO	

Signatures

/s/ Neil E. Jenkins, 04/13/2018
Attorney-in-Fact

**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).

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- These previously-granted awards have been canceled in accordance with the (i) Amendment No. 1 to Award Agreement by the between
- (1) the Issuer and the Reporting Person dated as of August 14, 2017 and entered into on April 11, 2018 and (ii) Amended and Restated Restricted Stock Award Agreement entered into on April 11, 2018 between the Issuer and the Reporting Person.
 - (2) The restricted stock reported will vest on December 31, 2019 if the Reporting Person is still employed by the Issuer. The Reporting Person is required to hold 100% of the restricted stock that vests, net of taxes, until December 31, 2021.
- These awards were granted to the Reporting Person in accordance with the (i) Amended and Restated Restricted Stock Award Agreement entered into on April 11, 2018 between the Issuer and the Reporting Person; and (ii) Award Agreement entered into on April 11, 2018 between the Issuer and the Reporting Person.
- (4) Represents the right to receive an amount of shares of common stock, up to the amount set forth in the table, based upon the performance of the Issuer's common stock from the grant date to December 31, 2019.
 - (5) Represents the right to receive shares of common stock on the exercise date in an amount equal to the number of restricted stock awards.

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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