

LAWSON PRODUCTS INC/NEW/DE/

Form 4

February 19, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KDI CAPITAL PARTNERS LLC

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)

(Last) (First) (Middle)
**4101 LAKE BOONE
TRAIL, SUITE 218**

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2015

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

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

RALEIGH, NC 27607

(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 Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/17/2015		P		1,859	A \$ 24.1154 (1)	882,395	I	See Footnotes (2) (3)
Common Stock	02/18/2015		P		1,492	A \$ 24.9585 (4)	883,887	I	See Footnotes (2) (3)
Common Stock	02/18/2015		S		2,000	D \$ 24.894 (5)	881,887	I	See Footnotes (3) (6)

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

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KDI CAPITAL PARTNERS LLC 4101 LAKE BOONE TRAIL SUITE 218 RALEIGH, NC 27607		X		

Signatures

Sheldon M Fox 02/19/2015

**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).

\$24.1154 is the weighted average purchase price for the transactions reported in this line item. The transactions were consummated at
(1) prices ranging from \$23.6200 to \$24.5600. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

Represents shares deemed to be owned beneficially by KDI Capital Partners LLC (KDI) solely as a result of its discretionary power over
(2) such shares as investment advisor to its separately management account clients. KDI disclaims beneficial ownership of such shares except to the extent of KDI's pecuniary interest in such shares, if any.

Pursuant to Rule 16(a)-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be
(3) deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of the equity securities covered by the statement.

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- \$24.9585 is the weighted average purchase price for the transactions reported in this line item. The transactions were consummated at
- (4) prices ranging from \$24.7500 to \$24.9999. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

- \$24.8940 is the weighted average purchase price for the transactions reported in this line item. The transactions were consummated at
- (5) prices ranging from \$24.6000 to \$25.0000. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

- Represents shares of common stock owned by Capital Partner Investments Limited Partnership ("CPI LP"), of which KDI Capital Partners, LLC ("KDI") owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a
- (6) result of its discretionary power over such shares as investment advisor and general partner to the CPI LP. KDI disclaims beneficial ownership of shares beneficially owned by CPI LP except to the extent of its pecuniary interest in such shares. This transaction was sale of shares from CPI LP's account.

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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