

LAMSON & SESSIONS CO
Form 4
November 07, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
MIXON AARON MALACHI III

(Last) (First) (Middle)

INVACARE CORPORATION, P.O.
BOX 4028, ONE INVACARE WAY

(Street)

ELYRIA, OH 44036

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

LAMSON & SESSIONS CO [LMS]

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

11/05/2007

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)

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 | (A) or (D) | Price |
| COMMON STOCK | 11/05/2007 | | D ⁽¹⁾ | | 3,857 | D | \$ 27 0 |
| COMMON STOCK | 11/05/2007 | | D ⁽¹⁾ | | 6,636 | D | \$ 27 0 |
| COMMON STOCK | 11/05/2007 | | D ⁽¹⁾ | | 44,814 | D | \$ 27 0 |
| COMMON STOCK | 11/05/2007 | | D ⁽¹⁾ | | 7,917 | D | \$ 27 0 |

See Footnote (1)
See Footnote (1)

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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)

| 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| NonQualified Stock Option | \$ 7.469 | 11/05/2007 | | D | 1,000 | 04/27/1999 ⁽²⁾ 04/27/2008 | Common Shares | 1, |
| NonQualified Stock Option | \$ 5.625 | 11/05/2007 | | D | 2,000 | 04/26/2000 ⁽²⁾ 04/26/2009 | Common Shares | 2, |
| NonQualified Stock Option | \$ 7.969 | 11/05/2007 | | D | 2,000 | 05/01/2001 ⁽²⁾ 05/01/2010 | Common Shares | 2, |
| NonQualified Stock Option | \$ 8.9 | 11/05/2007 | | D | 2,000 | 04/30/2002 ⁽²⁾ 04/30/2011 | Common Shares | 2, |
| NonQualified Stock Option | \$ 5.185 | 11/05/2007 | | D | 2,000 | 04/29/2003 ⁽²⁾ 04/29/2012 | Common Shares | 2, |
| NonQualified Stock Option | \$ 4.175 | 11/05/2007 | | D | 2,000 | 05/05/2004 ⁽²⁾ 05/05/2013 | Common Shares | 2, |
| NonQualified Stock Option | \$ 6.545 | 11/05/2007 | | D | 4,000 | 05/03/2005 ⁽²⁾ 05/03/2014 | Common Shares | 4, |
| NonQualified Stock Option | \$ 9.395 | 11/05/2007 | | D | 4,000 | 05/02/2006 ⁽²⁾ 05/02/2015 | Common Shares | 4, |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MIXON AARON MALACHI III INVACARE CORPORATION P.O. BOX 4028, ONE INVACARE WAY | | X | | |

ELYRIA, OH 44036

Signatures

/s/ Aileen Liebertz, Attorney-in-Fact for A. Malachi
Mixon, III

11/07/2007

__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) Reflects disposition of shares in exchange for cash price indicated pursuant to the Agreement and Plan of Merger by and among Thomas & Betts Corporation, T&B Acquisition II Corp. and The Lamson & Sessions Co.
- (2) Option was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.

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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