

LAMSON & SESSIONS CO
Form 4/A
March 03, 2005

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 *
ABEL JAMES J

(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)
02/23/2005

4. If Amendment, Date Original Filed(Month/Day/Year)
02/25/2005

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec. VP, Sec., Treas. & CFO

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	02/23/2005		M		36,000	A	\$ 5.813
COMMON STOCK					9,440	I	
COMMON STOCK					98,163	I	

See Footnote (2)
See Footnote (3)

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.

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 Securities (Instr. 3 and 4)	8. P
							Title	Amount or Number of Shares
Stock Option - (Right to Buy Common Stock)	\$ 5.813	02/23/2005		M	36,000	<u>(4)</u> <u>(5)</u>	Common Stock	36,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ABEL JAMES J
THE LAMSON & SESSIONS CO.
25701 SCIENCE PARK DRIVE
CLEVELAND, OH 44122

X Exec. VP, Sec., Treas. & CFO

Signatures

/s/ Aileen Liebertz, Attorney-in-Fact for James J. Abel

03/03/2005

 **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).

Total includes shares distributed to Reporting Person from the Trust under The Lamson & Sessions Co. Deferred Compensaton Plan for

- (1) Executive Officers (the "Trust") as of February 23, 2005. Total also includes 1,888 restricted shares (grant previously reported) vesting on February 18, 2006.
- (2) Held by the Trust prsuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of February 23, 2005.
- (3)

Edgar Filing: LAMSON & SESSIONS CO - Form 4/A

Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan") as of December 31, 2004, exempt under Rule 16b-3(c).

Grant to Reporting Person of option to buy 36,000 shares of the Company's Common Stock, exercisable after February 23, 1996 and then

- (4) only as follows: one-third when the Company's Common Stock price reaches \$6.90; one-third when the Company's Common Stock price reaches \$8.05; and one-third when the Company's Common Stock price reaches \$9.20.
- (5) Stock Option Expiration Date is end of business day on Februar 23, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.