#### SUTTERER NORMAN P

Form 4/A

August 22, 2006

# 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 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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

SUTTERER NORMAN P

1. Name and Address of Reporting Person \*

			•	LAMSON & SESSIONS CO [LMS]					(Check all applicable)					
(Last) THE LAMSO CO., 25701 S DRIVE	(Month/Day	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2006					Director 10% Owner Senior Vice President							
CLEVELAN (City)	(Street)  4. If Amendment, Date Original Filed(Month/Day/Year) 03/07/2006  ND, OH 44122  (State)  (Zip)  Table L. Non Derivative S						<b>::::</b>	A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person  cquired, Disposed of, or Beneficially Owned					
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	Year) Exe any	Deemed cution Date, if	3.	etic	4. Securition(A) or Dis (Instr. 3, 4)	ies Ac	quired of (D)	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)			
COMMON STOCK	03/03/2006			M		15,000	A	\$ 9.88	18,795	D (1)				
COMMON STOCK	03/03/2006			S		300	D	\$ 23.96	18,495	D (1)				
COMMON STOCK	03/03/2006			S		14,700	D	\$ 23.95	3,795	D (1)				
COMMON STOCK									4,016 14,132	I I	See Footnote			

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

Issuer

Estimated average

burden hours per

COMMON STOCK See Footnote

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shar
Stock Option (Right to Buy Common Stock)	\$ 9.88	03/03/2006		M	15,000	02/21/2002(4)	02/21/2011	Common Stock	15,00

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SUTTERER NORMAN P THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122

Senior Vice President

**Signatures** 

/s/ Aileen Liebertz Attorney-in-Fact for Norman P. Sutterer

08/22/2006

\*\*Signature of Reporting Person

Date

Reporting Owners 2

### Edgar Filing: SUTTERER NORMAN P - Form 4/A

# **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 297 and 175 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, vesting on
- (1) February 17, 2008 and February 16, 2009, respectively. Total also reflects 1,800 shares of restricted stock, vesting on February 16, 2012, but subject to acceleration, based on performance.
- (2) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers a 16b-3 Plan as of February 18, 2006.
- (3) Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan"), exempt under Rule 16b-3(c). Total adjusted to reflect ongoing acquisitions under the 401(k) Plan since Reporting Person's last report.
- (4) Exercisable over three years as follows: one-third on February 21, 2002; one-third on February 21, 2003; and one-third on February 21, 2004, with number of shares vested in each year rounded to the nearest whole share.

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.