

CATANI ALBERT J II
Form 4/A
February 03, 2006

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 *
CATANI ALBERT J II

2. Issuer Name and Ticker or Trading Symbol
LAMSON & SESSIONS CO [LMS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
THE LAMSON & SESSIONS
CO., 25701 SCIENCE PARK
DRIVE
(Street)
CLEVELAND, OH 44122
(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2005
4. If Amendment, Date Original
Filed(Month/Day/Year)
12/16/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President-Manufacturing
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| COMMON STOCK | 12/14/2005 | | M | V | 15,000 | A | \$ 6.938 17,240 D |
| COMMON STOCK | 12/14/2005 | | M | V | 12,000 | A | \$ 4.968 29,240 D |
| COMMON STOCK | 12/14/2005 | | M | V | 12,000 | A | \$ 6.625 41,240 D |
| COMMON STOCK | 12/14/2005 | | M | V | 10,000 | A | \$ 9.88 51,240 D |
| COMMON STOCK | 12/14/2005 | | M | V | 5,000 | A | \$ 4.1 56,240 D |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|------------------|
| COMMON STOCK | 12/14/2005 | S | 500 | D | \$ 27.91 | 55,740 | D |
| COMMON STOCK | 12/14/2005 | S | 200 | D | \$ 27.9 | 55,540 | D |
| COMMON STOCK | 12/14/2005 | S | 200 | D | \$ 27.88 | 55,340 | D |
| COMMON STOCK | 12/14/2005 | S | 400 | D | \$ 27.85 | 54,940 | D |
| COMMON STOCK | 12/14/2005 | S | 200 | D | \$ 27.79 | 54,740 | D |
| COMMON STOCK | 12/14/2005 | S | 900 | D | \$ 27.78 | 53,840 | D |
| COMMON STOCK | 12/14/2005 | S | 600 | D | \$ 27.77 | 53,240 | D |
| COMMON STOCK | 12/14/2005 | S | 500 | D | \$ 27.76 | 52,740 | D |
| COMMON STOCK | 12/14/2005 | S | 1,900 | D | \$ 27.75 | 50,840 | D |
| COMMON STOCK | 12/14/2005 | S | 400 | D | \$ 27.74 | 50,440 | D |
| COMMON STOCK | 12/14/2005 | S | 500 | D | \$ 27.73 | 49,940 | D |
| COMMON STOCK | 12/14/2005 | S | 200 | D | \$ 27.71 | 49,740 | D |
| COMMON STOCK | 12/14/2005 | S | 1,700 | D | \$ 27.7 | 48,040 | D |
| COMMON STOCK | 12/14/2005 | S | 400 | D | \$ 27.69 | 47,640 | D |
| COMMON STOCK | 12/14/2005 | S | 7,400 | D | \$ 27.68 | 40,240 | D |
| COMMON STOCK | 12/14/2005 | S | 500 | D | \$ 27.67 | 39,740 | D |
| COMMON STOCK | 12/14/2005 | S | 4,100 | D | \$ 27.65 | 35,640 | D |
| COMMON STOCK | 12/14/2005 | S | 700 | D | \$ 27.64 | 34,940 | D |
| COMMON STOCK | 12/14/2005 | S | 1,000 | D | \$ 27.62 | 33,940 | D |
| COMMON STOCK | 12/14/2005 | S | 500 | D | \$ 27.61 | 33,440 | D |
| | 12/14/2005 | S | 2,700 | D | \$ 27.6 | 30,740 | D ⁽¹⁾ |

COMMON
STOCK

COMMON
STOCK

COMMON
STOCK

3,702

I

See
Footnote
(2)

1,188

I

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.

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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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy Common Stock) | \$ 6.938 | 12/14/2005 | | M | 15,000 | 02/26/1999 ⁽⁴⁾ | 02/26/2008 | Common Stock | 15,000 |
| Stock Option (Right to Buy Common Stock) | \$ 4.968 | 12/14/2005 | | M | 12,000 | 02/25/2000 ⁽⁵⁾ | 02/25/2009 | Common Stock | 12,000 |
| Stock Option (Right to Buy Common Stock) | \$ 6.625 | 12/14/2005 | | M | 12,000 | 02/23/2001 ⁽⁶⁾ | 02/23/2010 | Common Stock | 12,000 |
| | \$ 9.88 | 12/14/2005 | | M | 10,000 | 02/21/2002 ⁽⁷⁾ | 02/21/2011 | | 10,000 |

| Option Type | Exercise Price | Grant Date | Expiration Date | Number of Shares | Underlying Instrument | Expiration Date | Common Stock | Number of Shares |
|--|----------------|------------|-----------------|------------------|----------------------------|-----------------|--------------|------------------|
| Stock Option (Right to Buy Common Stock) | | | | | | | Common Stock | 5,000 |
| Stock Option (Right to Buy Common Stock) | \$ 4.1 | 12/14/2005 | | 5,000 | 02/20/2003 ⁽⁸⁾ | 02/20/2012 | Common Stock | 5,000 |
| Stock Option (Right to Buy Common Stock) | \$ 4.1 | 12/15/2005 | | 7,000 | 02/20/2003 ⁽⁹⁾ | 02/20/2012 | Common Stock | 7,000 |
| Stock Option (Right to Buy Common Stock) | \$ 3.44 | 12/15/2005 | | 1,400 | 02/18/2004 ⁽¹⁰⁾ | 02/18/2013 | Common Stock | 1,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CATANI ALBERT J II THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122 | | | Vice President-Manufacturing | |

Signatures

/s/ Aileen Liebertz, Attorney-in-Fact for Albert J. Catani, II

02/03/2006

**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) Total also includes 740 restricted shares (grant previously reported) vesting on February 18, 2006.
- (2) Held by the Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of December 31, 2005.
- (3) Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan"), exempt under Rule 16b-3(c). Total adjusted to reflect acquisitions since Reporting Person's last report

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- (4) Exercisable over three years as follows: one-third on February 26, 1999; one-third on February 26, 2000; and one-third on February 26, 2001, with the number of shares vested in each year rounded to the nearest whole share.
- (5) Exercisable over three years as follows: one-third on February 25, 2000; one-third on February 25, 2001; and one-third on February 25, 2002, with number of shares vested in each year rounded to the nearest whole share.
- (6) Exercisable over three years as follows: one-third on February 23, 2001; one-third on February 23, 2002; and one-third on February 23, 2003 with the number of shares vested in each year rounded to the nearest whole share.
- (7) 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.
- (8) Exercisable over three years as follows: one-third on February 20, 2003; one-third on February 20, 2004; and one-third on February 20, 2005, with number of shares vested in each year rounded to the nearest whole share.
- (9) Exercisable over three years as follows: one-third on February 20, 2003; one-third on February 20, 2004; and one-third on February 20, 2005, with number of shares vested in each year rounded to the nearest whole share.
- (10) Exercisable over three years as follows: one-third on February 18, 2004; one-third on February 18, 2005; and one-third on February 18, 2006, with number of shares vested in each year rounded to the nearest whole share.

Remarks:

Form 1 of 2

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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