LYDALL INC /DE/ Form 4

December 11, 2012

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

OMB Number:

if no longer subject to Section 16. Form 4 or Form 5

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * ESTEY MONA G

(First)

C/O LYDALL, INC., ONE

LYDALL INC /DE/ [LDL]

12/07/2012

(Middle)

(Zip)

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

COLONIAL ROAD, P.O. BOX 151

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Issuer Symbol

Person

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below) VP - Human Resources

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

MANCHESTER, CT 06045-0151

(State)

(City)	(State)	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of Security	2. Transaction Date (Month/Day/Year)	3. Transactio	4. Securition(A) or Dis			5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect				
(Instr. 3)	•	any	Code (Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial				
		(Month/Day/Year)	(Instr. 8)			quired of (D) Securities Form: Direct In (D) or Bound Indirect (I) O (Instr. 4) (Instr. 3 and 4) \$ 32,970 D		Ownership				
							Following	(Instr. 4)	(Instr. 4)			
					(A)							
					or		· /					
			Code V	Amount	(D)	Price	(Instr. 3 and 4)					
Common Stock	12/07/2012		F	249 (1)	D	\$ 13.14	32,970	D				
Common Stock	12/07/2012		F	597 (2)	D	\$ 13.14	32,373 (3)	D				

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Nu	Number		
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address Officer Other Director 10% Owner

ESTEY MONA G C/O LYDALL, INC. ONE COLONIAL ROAD, P.O. BOX 151 MANCHESTER, CT 06045-0151

VP - Human Resources

Signatures

Paul G. Igoe, Attorney-in-fact for Mona G. 12/11/2012 Estey

> **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).
- In conjunction with the vesting on December 7, 2012 of 750 shares of restricted stock from the Restricted Stock Award granted on **(1)** December 9, 2008, 249 shares of common stock were surrendered to satisfy tax obligations of the reporting person.
- In conjunction with the vesting on December 7, 2012 of 1,800 performance shares from the Performance Share Award granted on
- (2) December 11, 2009 and certified on February 24, 2011, 597 shares of common stock were surrendered to satisfy tax obligations of the reporting person.
- Includes: (i) 1,800 unvested shares subject to time-based restricted stock awards and (ii) 14,500 unvested shares subject to a performance-based restricted stock award.

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.

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