

LAMSON &amp; SESSIONS CO

Form 4

November 07, 2007

**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  
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

## OMB APPROVAL

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

(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 &amp; SESSIONS CO [LMS]

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

11/02/2007

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)

Exec. VP, Sec., Treas. &amp; 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 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)
COMMON STOCK	11/02/2007		G	V 32,570 D \$ 0	107,758	D	
COMMON STOCK	11/05/2007		D <sup>(1)</sup>	102,300 D \$ 27 0		I	See Footnote
COMMN STOCK	11/05/2007		D <sup>(1)</sup>	107,758 D \$ 27 0		D	

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  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**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
NonQualified Stock Option	\$ 6.938	11/05/2007		D	35,000	<u>(2)</u> 02/26/2008	Common Shares 35,000
NonQualified Stock Option	\$ 4.968	11/05/2007		D	40,000	<u>(3)</u> 02/25/2009	Common Shares 40,000
NonQualified Stock Option	\$ 6.625	11/05/2007		D	40,000	<u>(4)</u> 02/23/2010	Common Shares 40,000
NonQualified Stock Option	\$ 9.88	11/05/2007		D	35,000	<u>(5)</u> 02/21/2011	Common Shares 35,000
NonQualified Stock Option	\$ 4.1	11/05/2007		D	40,000	<u>(6)</u> 02/20/2012	Common Shares 40,000
NonQualified Stock Option	\$ 3.44	11/05/2007		D	40,000	<u>(7)</u> 02/18/2013	Common Shares 40,000
NonQualified Stock Option	\$ 6.475	11/05/2007		D	45,000	<u>(8)</u> 04/30/2014	Common Shares 45,000
NonQualified Stock Option	\$ 9.725	11/05/2007		D	45,000	<u>(9)</u> 04/29/2015	Common Shares 45,000
Stock Appreciation Rights	\$ 28.9	11/05/2007		D	10,000	<u>(10)</u> 02/16/2016	Common Shares 10,000
Stock Appreciation Rights	\$ 30.23	11/05/2007		D	9,200	<u>(10)</u> 02/23/2017	Common Shares 9,200

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director	10% Owner	Officer	Other
X		Exec. VP, Sec., Treas. & CFO	

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

## Signatures

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

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) The option, which provided for vesting in three equal annual installments beginning February 28, 1999, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (3) The option, which provided for vesting in three equal annual installments beginning February 25, 2000, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (4) The option, which provided for vesting in three equal annual installments beginning February 23, 2001, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (5) The option, which provided for vesting in three equal annual installments beginning February 21, 2002, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (6) The option, which provided for vesting in three equal annual installments beginning February 20, 2003, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (7) The option, which provided for vesting in three equal annual installments beginning February 18, 2004, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (8) The option, which provided for vesting in three equal annual installments beginning April 30, 2005, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (9) The option, which provided for vesting in three equal annual installments beginning April 29, 2006, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (10) The Stock Appreciation Rights were canceled as they are "underwater" based on the \$27.00 per share cash payment per the merger agreement between Lamson & Sessions and Thomas & Betts.

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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