Edgar Filing: CATANI ALBERT J II - Form 4/A

CATANI ALE Form 4/A											
February 03, 2											
FORM	4 UNITED ST		URITIE Vashingt					IGE CC	OMMISSION	OMB AF OMB Number:	PROVAL 3235-0287
Check this				,						Expires:	January 31,
if no longer subject to Section 16. Form 4 or	SIAIEMI		F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response 0.5	
Form 5 obligations may contin <i>See</i> Instruc 1(b).	ue. Section 17(a)	of the Public 30(h) of the	Utility I	Iold	ing (Comp	pany	Act of 1	Act of 1934, 935 or Section	I	
(Print or Type Re	sponses)										
1. Name and Add CATANI AL	dress of Reporting Pe BERT J II	Symbo	suer Name ol ISON &					, I	. Relationship of I ssuer	Reporting Pers	son(s) to
(Last)	(First) (Mi						υ	.ws]	(Check	all applicable)
(Last)	(Pilst) (Mil	,	e of Earlie h/Day/Yea		insac	uon		_	Director	10%	Owner
	N & SESSIONS CIENCE PARK	12/16	5/2005						_X Officer (give t elow) Vice Presic	title Othe below) lent-Manufact	er (specify uring
	(Street)	Filed(.mendmen Month/Day/)/2005		e Ori	ginal		A	. Individual or Joi Applicable Line) X_ Form filed by Or	ne Reporting Pe	rson
CLEVELAN	D, OH 44122							P	Form filed by Mo Person	ore than One Re	porting
(City)	(State) (Z	^{iip)} T	able I - No	on-De	eriva	tive Se	ecurit	ies Acqui	red, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date any (Month/Day/Y	Coc	Transaction(A) or Disposed of (D Code (Instr. 3, 4 and 5)				d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6.7. NatureOwnershipIndirectForm:BeneficianDirect (D)Ownershipor Indirect(Instr. 4)(I)(Instr. 4)	
COMMON			Coo	le V	Ar	nount	(D)	Price	(Instr. 3 and 4)		
COMMON STOCK	12/16/2005		М		6,0	600	А	\$ 3.44	8,840	D	
COMMON STOCK	12/16/2005		М		4,0	000	А	\$ 6.475	12,840	D	
COMMON STOCK	12/16/2005		S		2,0	000	D	\$ 27.1	10,840	D	
COMMON STOCK	12/16/2005		S		50	0	D	\$ 27.09	10,340	D	
COMMON STOCK	12/16/2005		S		20	00	D	\$ 27.07	10,140	D	

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COMMON STOCK	12/16/2005	S	100	D	\$ 27.05	10,040	D	
COMMON STOCK	12/16/2005	S	400	D	\$ 27	9,640	D	
COMMON STOCK	12/16/2005	S	800	D	\$ 26.98	8,840	D	
COMMON STOCK	12/16/2005	S	500	D	\$ 26.92	8,340	D	
COMMON STOCK	12/16/2005	S	100	D	\$ 26.89	8,240	D	
COMMON STOCK	12/16/2005	S	600	D	\$ 26.86	7,640	D	
COMMON STOCK	12/16/2005	S	300	D	\$ 26.84	7,340	D	
COMMON STOCK	12/16/2005	S	200	D	\$ 26.63	7,140	D	
COMMON STOCK	12/16/2005	S	100	D	\$ 26.56	7,040	D	
COMMON STOCK	12/16/2005	S	800	D	\$ 26.5	6,240	D (1)	
COMMON STOCK						3,702	I	See Footnote (2)
COMMON STOCK						1,188	Ι	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.

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. Transacti Code (Instr. 8)	Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amc Underlying Secu (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable	Title

								Expiration Date		Ar or Nu of Sh	
Stock Option (Right-to-Buy Common Stock)	\$ 3.44	12/16/	2005		М	6,600	02/18/2004(4)	02/18/2013	Common Stock	6	
Stock Option (Righ-to-Buy Common Stock)	\$ 6.475	12/16/	2005		М	4,000	04/30/2005 <u>(5)</u>	04/30/2014	Common Stock	4	
Reporting	g Owne	ers									
Reporting Owner Name / Address Director 10% Own					Relationships						
				10% Owner	Officer		Other				
CATANI ALBERT J II THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122				Vice President-Manufacturing							
Signature	es										
/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 ongoing acquisitions under the 401(k) Plan since Reporting Person's last report.
- (4) 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.
- (5) Exercisable over three years as follows; one-third on April 30, 2005; one-third on April 30, 2006; and one-third on April 30, 2007, 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.