

CATANI ALBERT J II
Form 4/A
February 03, 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
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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CATANI ALBERT J II

(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 & SESSIONS CO [LMS]

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

12/16/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)
12/20/2005

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice President-Manufacturing

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D) or Price	
COMMON STOCK	12/16/2005		M		6,600	A \$ 3.44	8,840 D
COMMON STOCK	12/16/2005		M		4,000	A \$ 6.475	12,840 D
COMMON STOCK	12/16/2005		S		2,000	D \$ 27.1	10,840 D
COMMON STOCK	12/16/2005		S		500	D \$ 27.09	10,340 D
COMMON STOCK	12/16/2005		S		200	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 <u>(2)</u>
COMMON STOCK						1,188	I	See Footnote <u>(3)</u>

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

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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	Title

						Expiration Date		
Stock Option (Right-to-Buy Common Stock)	\$ 3.44	12/16/2005	M	6,600	02/18/2004 ⁽⁴⁾	02/18/2013	Common Stock	6
Stock Option (Right-to-Buy Common Stock)	\$ 6.475	12/16/2005	M	4,000	04/30/2005 ⁽⁵⁾	04/30/2014	Common Stock	4

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 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.

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