

SCHULZE JOHN B
Form 4
April 12, 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 *
SCHULZE JOHN B

(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)

04/10/2006

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)
Chmn of the Bd., Pres. & CEO

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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK				(A) or (D)	Price		See Footnote (1)
COMMON STOCK							See Footnote (2)
COMMON STOCK							See Footnote (3)
COMMON STOCK	04/10/2006		M	49,200	A \$	309,335	D (4)

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STOCK						4.968	
COMMON STOCK	04/10/2006	M	55,000	A	\$ 3.44	364,335	D
COMMON STOCK	04/10/2006	S	300	D	\$ 29.92	364,035	D
COMMON STOCK	04/10/2006	S	600	D	\$ 29.91	363,435	D
COMMON STOCK	04/10/2006	S	2,000	D	\$ 29.9	361,435	D
COMMON STOCK	04/10/2006	S	3,300	D	\$ 29.89	358,135	D
COMMON STOCK	04/10/2006	S	2,900	D	\$ 29.88	355,235	D
COMMON STOCK	04/10/2006	S	800	D	\$ 29.87	354,435	D
COMMON STOCK	04/10/2006	S	200	D	\$ 29.86	354,235	D
COMMON STOCK	04/10/2006	S	200	D	\$ 29.85	354,035	D
COMMON STOCK	04/10/2006	S	100	D	\$ 29.84	353,935	D
COMMON STOCK	04/10/2006	S	900	D	\$ 29.83	353,035	D
COMMON STOCK	04/10/2006	S	100	D	\$ 29.82	352,935	D
COMMON STOCK	04/10/2006	S	400	D	\$ 29.81	352,535	D
COMMON STOCK	04/10/2006	S	300	D	\$ 29.79	352,235	D
COMMON STOCK	04/10/2006	S	1,500	D	\$ 29.77	350,735	D
COMMON STOCK	04/10/2006	S	800	D	\$ 29.76	349,935	D
COMMON STOCK	04/10/2006	S	3,900	D	\$ 29.75	346,035	D
COMMON STOCK	04/10/2006	S	1,700	D	\$ 29.69	344,335	D
COMMON STOCK	04/10/2006	S	500	D	\$ 29.68	343,835	D
COMMON STOCK	04/10/2006	S	1,400	D	\$ 29.67	342,435	D

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COMMON STOCK	04/10/2006	S	400	D	\$ 29.66	342,035	D
COMMON STOCK	04/10/2006	S	700	D	\$ 29.65	341,335	D
COMMON STOCK	04/10/2006	S	100	D	\$ 29.63	341,235	D
COMMON STOCK	04/10/2006	S	800	D	\$ 29.61	340,435	D
COMMON STOCK	04/10/2006	S	24,800	D	\$ 29.6	315,635	D
COMMON STOCK	04/11/2006	S	5,500	D	\$ 29.9	310,135	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 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 Securities (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)	\$ 4.968	04/10/2006		M	49,200	02/25/2000 ⁽⁵⁾	02/25/2009	Common Stock	49,200
Stock Option (Right to Buy Common Stock)	\$ 3.44	04/10/2006		M	55,000	02/18/2004 ⁽⁶⁾	02/18/2013	Common Stock	55,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULZE JOHN B THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122	X		Chmn of the Bd., Pres. & CEO	

Signatures

/s/John B. Schulze
04/12/2006
Date

**Signature of Reporting Person

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) Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan"), as of December 31, 2005, exempt under Rule 16b-3(c).
- (2) IRA account for benefit of reporting person.
- (3) IRA account for benefit of wife.
- (4) Total reflects 9,800 shares of restricted stock, vesting on February 16, 2012, but subject to accelerated vesting, based on stock performance.
- (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 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. 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.