

LINCOLN ELECTRIC HOLDINGS INC
 Form 4
 November 07, 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 *
 GUNNING DAVID H

2. Issuer Name and Ticker or Trading Symbol
 LINCOLN ELECTRIC HOLDINGS INC [LECO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

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

2571 NORTH PARK BLVD.

11/03/2006

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CLEVELAND HEIGHTS, OH 44106

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 11/03/2006 | | M | | 2,000 | A | \$ 17.625 |
| Common Shares | 11/03/2006 | | S | | 2,000 | D | 0 |
| Common Shares | 11/03/2006 | | M | | 2,000 | A | \$ 22.8 |
| Common Shares | 11/03/2006 | | S | | 2,000 | D | 0 |
| Common Shares | 11/03/2006 | | M | | 2,000 | A | \$ 25.5 |

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| | | | | | | | |
|---------------|------------|---|-------|---|----------|-------|---|
| Common Shares | 11/03/2006 | S | 2,000 | D | (3) | 0 | D |
| Common Shares | 11/03/2006 | M | 2,000 | A | \$ 25.44 | 0 | D |
| Common Shares | 11/03/2006 | S | 2,000 | D | (4) | 3,485 | D |

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 (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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 17.625 | 11/03/2006 | | M | 2,000 | 11/30/2001 11/30/2010 | Common Shares | 2,000 |
| Stock Option (Right to Buy) | \$ 22.8 | 11/03/2006 | | M | 2,000 | 11/30/2002 11/30/2011 | Common Shares | 2,000 |
| Stock Option (Right to Buy) | \$ 25.5 | 11/03/2006 | | M | 2,000 | 11/29/2003 11/29/2012 | Common Shares | 2,000 |
| Stock Option (Right to Buy) | \$ 25.44 | 11/03/2006 | | M | 2,000 | 11/28/2004 11/28/2013 | Common Shares | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| GUNNING DAVID H 2571 NORTH PARK BLVD. CLEVELAND HEIGHTS, OH 44106 | | X | | |

Signatures

/s/ Jennifer I. Ansberry Jennifer I. Ansberry as Attorney-In-Fact for David H.
Gunning

11/07/2006

__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) 1,000 shares sold at \$59.8832 and 1,000 shares sold at \$59.8395.
- (2) 1,000 shares sold at \$59.8395 and 1,000 shares sold at \$59.5677.
- (3) 1,000 shares sold at \$59.5749 and 1,000 shares sold at \$59.4859.
- (4) 1,000 shares sold at \$59.4419 and 1,000 shares sold at \$59.5210.

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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