

LYDALL INC /DE/

Form 4

August 27, 2014

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 *
BARNHART DALE G

(Last) (First) (Middle)

**C/O LYDALL, INC., ONE
COLONIAL ROAD, P.O. BOX 151**

(Street)

MANCHESTER, CT 06045-0151

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
LYDALL INC /DE/ [LDL]

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2014

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)

President & 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	08/25/2014		M	(A) or (D) Amount 2,300 (1)	\$ 8.94 252,299	D	
Common Stock	08/25/2014		S	2,300 D	\$ 28.02 249,999 (2)	D	
Common Stock	08/26/2014		M	26,200 (1)	\$ 8.94 276,199	D	
Common Stock	08/26/2014		S	26,200 D	\$ 27.43 249,999 (3)	D	
	08/27/2014		M		\$ 8.94 257,599	D	

Edgar Filing: LYDALL INC /DE/ - Form 4

Common Stock				7,600 <u>(1)</u>			
Common Stock	08/27/2014	S	7,600	D	\$ 27.34 <u>(4)</u>	249,999	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 required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock	\$ 8.94 ⁽¹⁾	08/25/2014		M		2,300		12/19/2012	12/18/2021	Common Stock	2,300
Common Stock	\$ 8.94 ⁽¹⁾	08/26/2014		M		26,200		12/19/2012	12/18/2021	Common Stock	26,200
Common Stock	\$ 8.94 ⁽¹⁾	08/27/2014		M		7,600		12/19/2012	12/18/2021	Common Stock	7,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
BARNHART DALE G C/O LYDALL, INC. ONE COLONIAL ROAD, P.O. BOX 151 MANCHESTER, CT 06045-0151	X President & CEO

Signatures

Chad A. McDaniel, Attorney-in-fact, for Dale G.
Barnhart

08/27/2014

__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) Represents the exercise of non-qualified stock options granted under the Issuer's Amended and Restated 2003 Stock Incentive Compensation Plan.
- (2) The price reported is the weighted average of all the shares sold on August 25, 2014. The shares were sold at varying prices ranging from \$27.75 to \$28.11. The reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (3) The price reported is the weighted average of all the shares sold on August 26, 2014. The shares were sold at varying prices ranging from \$27.22 to \$27.75. The reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
- (4) The price reported is the weighted average of all the shares sold on August 27, 2014. The shares were sold at varying prices ranging from \$27.28 to \$27.52. The reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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.