

SUTTERER NORMAN P
Form 4
December 20, 2005

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 *
SUTTERER NORMAN P

2. Issuer Name and Ticker or Trading Symbol
LAMSON & SESSIONS CO [LMS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
THE LAMSON & SESSIONS
CO., 25701 SCIENCE PARK
DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/19/2005

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Senior Vice President

CLEVELAND, OH 44122

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

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	12/19/2005		M		18,000	A	\$ 4.968
COMMON STOCK	12/19/2005		M		20,000	A	\$ 6.625
COMMON STOCK	12/19/2005		S		13,400	D	\$ 27.55
COMMON STOCK	12/19/2005		S		2,500	D	\$ 27.56
COMMON STOCK	12/19/2005		S		3,000	D	\$ 27.59

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COMMON STOCK	12/19/2005	S	5,300	D	\$ 27.6	14,467	D	
COMMON STOCK	12/19/2005	S	100	D	\$ 27.64	14,367	D	
COMMON STOCK	12/19/2005	S	2,000	D	\$ 27.65	12,367	D	
COMMON STOCK	12/19/2005	S	400	D	\$ 27.67	11,967	D	
COMMON STOCK	12/19/2005	S	800	D	\$ 27.68	11,167	D	
COMMON STOCK	12/19/2005	S	800	D	\$ 27.7	10,367	D	
COMMON STOCK	12/19/2005	S	200	D	\$ 27.74	10,167	D	
COMMON STOCK	12/19/2005	S	3,800	D	\$ 27.75	6,367	D	
COMMON STOCK	12/19/2005	S	5,600	D	\$ 27.78	767	D	
COMMON STOCK	12/19/2005	S	100	D	\$ 27.79	667	D ⁽¹⁾	
COMMON STOCK						5,867	I	See Footnote <u>(2)</u>
COMMON STOCK						14,123	I	See Footnote <u>(3)</u>
COMMON STOCK	12/19/2005	S	300	D	\$ 27.79	2,700	I	See Footnote <u>(4)</u>
COMMON STOCK	12/19/2005	S	1,200	D	\$ 27.8	1,500	I	See Footnote <u>(4)</u>
COMMON STOCK	12/19/2005	S	100	D	\$ 27.81	1,400	I	See Footnote <u>(4)</u>
COMMON STOCK	12/19/2005	S	200	D	\$ 27.82	1,200	I	See Footnote <u>(4)</u>
COMMON STOCK	12/19/2005	S	1,200	D	\$ 27.85	0	I	See Footnote <u>(4)</u>

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)	Amount or Number of Shares
Stock Option (Right to Buy Common Stock)	\$ 4.968	12/19/2005		M	18,000	02/25/2000 ⁽⁵⁾ 02/25/2009	Common Stock	18,000
Stock Option (Right to Buy Common Stock)	\$ 6.625	12/19/2005		M	20,000	02/23/2001 ⁽⁶⁾ 02/23/2010	Common Stock	20,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SUTTERER NORMAN P THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122			Senior Vice President	

Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Norman P. Sutterer

12/20/2005

__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 includes 667 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, on February 18, 2006 and February 17, 2008 of 370 and 297 common shares, respectively.
- (2) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of March 11, 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) Held in IRA for benefit of self.
- (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 23, 2001; one-third on February 23, 2002; and one-third on February 23, 2003 with the 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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