

CATANI ALBERT J II
Form 4/A
February 03, 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 *
CATANI ALBERT J II

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)
CLEVELAND, OH 44122
(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2005
4. If Amendment, Date Original
Filed(Month/Day/Year)
12/16/2005

____ Director
 Officer (give title below) _____ Other (specify below)
Vice President-Manufacturing
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 Ownership (Instr. 4)
				(A) or (D)	Price		
			Code	V	Amount		
COMMON STOCK	12/14/2005		S		200	D	\$ 27.58 30,540 D
COMMON STOCK	12/14/2005		S		100	D	\$ 27.56 30,440 D
COMMON STOCK	12/14/2005		S		1,300	D	\$ 27.55 29,140 D
COMMON STOCK	12/14/2005		S		1,500	D	\$ 27.54 27,640 D
COMMON STOCK	12/14/2005		S		1,700	D	\$ 27.53 25,940 D

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COMMON STOCK	12/14/2005	S	1,000	D	\$ 27.52	24,940	D	
COMMON STOCK	12/14/2005	S	3,500	D	\$ 27.51	21,440	D	
COMMON STOCK	12/14/2005	S	19,200	D	\$ 27.5	2,240	D	
COMMON STOCK	12/15/2005	M	7,000	A	\$ 4.1	9,240	D	
COMMON STOCK	12/15/2005	M	1,400	A	\$ 3.44	10,640	D	
COMMON STOCK	12/15/2005	S	100	D	\$ 26.9	10,540	D	
COMMON STOCK	12/15/2005	S	100	D	\$ 26.89	10,440	D	
COMMON STOCK	12/15/2005	S	100	D	\$ 26.87	10,340	D	
COMMON STOCK	12/15/2005	S	300	D	\$ 26.86	10,040	D	
COMMON STOCK	12/15/2005	S	400	D	\$ 26.71	9,640	D	
COMMON STOCK	12/15/2005	S	100	D	\$ 26.6	9,540	D	
COMMON STOCK	12/15/2005	S	900	D	\$ 26.59	8,640	D	
COMMON STOCK	12/15/2005	S	800	D	\$ 26.58	7,840	D	
COMMON STOCK	12/15/2005	S	700	D	\$ 26.55	7,140	D	
COMMON STOCK	12/15/2005	S	900	D	\$ 26.51	6,240	D	
COMMON STOCK	12/15/2005	S	4,000	D	\$ 26.5	2,240	D	<u>(1)</u>
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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
(9-02)

displays a currently valid OMB control number.

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)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Stock Option (Right to Buy Common Stock)	\$ 6.938	12/14/2005		M	15,000	02/26/1999 ⁽⁴⁾ 02/26/2008	Common Stock	15,000
Stock Option (Right to Buy Common Stock)	\$ 4.968	12/14/2005		M	12,000	02/25/2000 ⁽⁵⁾ 02/25/2009	Common Stock	12,000
Stock Option (Right to Buy Common Stock)	\$ 6.625	12/14/2005		M	12,000	02/23/2001 ⁽⁶⁾ 02/23/2010	Common Stock	12,000
Stock Option (Right to Buy Common Stock)	\$ 9.88	12/14/2005		M	10,000	02/21/2002 ⁽⁷⁾ 02/21/2011	Common Stock	10,000
Stock Option (Right to Buy Common Stock)	\$ 4.1	12/14/2005		M	5,000	02/20/2003 ⁽⁸⁾ 02/20/2012	Common Stock	5,000
Stock Option	\$ 4.1	12/15/2005		M	7,000	02/20/2003 ⁽⁹⁾ 02/20/2012	Common Stock	7,000

(Right to Buy Common Stock)

Stock Option (Right to Buy Common Stock)

\$ 3.44	12/15/2005	M	1,400	02/18/2004 ⁽¹⁰⁾	02/18/2013	Common Stock	1,400
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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
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) Balance held by the Trust as of December 31, 2005. Total adjusted to reflect distribution of 7,789 shares from the Trust to the Reporting Person, who now holds them directly.
- (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 26, 1999; one-third on February 26, 2000; and one-third on February 26, 2001, with the number of shares vested in each year rounded to the nearest whole share.
- (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.
- (7) Exercisable over three years as follows: one-third on February 21, 2002; one-third on February 21, 2003; and one-third on February 21, 2004, with number of shares vested in each year rounded to the nearest whole share.
- (8) Exercisable over three years as follows: one-third on February 20, 2003; one-third on February 20, 2004; and one-third on February 20, 2005, with number of shares vested in each year rounded to the nearest whole share.
- (9) Exercisable over three years as follows: one-third on February 20, 2003; one-third on February 20, 2004; and one-third on February 20, 2005, with number of shares vested in each year rounded to the nearest whole share.
- (10)

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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:

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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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