

SMITH THOMAS P  
Form 4  
December 10, 2008

**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 \*  
SMITH THOMAS P

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O LYDALL, INC., ONE  
COLONIAL ROAD, P. O. BOX 151  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/08/2008

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
V.P.- CFO & Treasurer

MANCHESTER, CT 06045-0151

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 or (D) Price			
Common Stock ESPP	12/08/2008		A	569 <sup>(4)</sup> A <sup>(4)</sup>	4,456	D	
Common Stock	12/08/2008		F	512 <sup>(3)</sup> A \$ 5.2	5,717	D	
Common Stock	12/09/2008		A	400 <sup>(2)</sup> A \$ 4.94	400	I	Owned/Held by Spouse
Common Stock	12/09/2008		A	1,100 <sup>(1)</sup> A \$ 4.9319	1,500	I	Owned/Held by Spouse

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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH THOMAS P C/O LYDALL, INC. ONE COLONIAL ROAD, P. O. BOX 151 MANCHESTER, CT 06045-0151			V.P.- CFO & Treasurer	

## Signatures

Kathleen Carroll, Attorney-in-fact for Thomas P. Smith

12/10/2008

\_\_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) Mr. Smith purchased 1,100 shares of stock at \$4.9319 on 12/9/08. The stock is registered in the name of his spouse: Valerie Wiseman, Rollover IRA Account
- (2) Mr. Smith purchased 400 shares of stock at \$4.94 on 12/9/08. The stock is registered in the name of his spouse: Valerie Wiseman, Rollover IRA Account
- (3) In conjunction with a restricted stock vesting on December 8, 2008, the reporting person disposed of 512 shares of Common Stock to satisfy tax obligations of the reporting person.
- (4) The reporting person acquired 569 shares through the Company's ESPP between 1/1/2008 and 12/8/2008 at prices ranging from \$4.63 and \$15.53.

## Edgar Filing: SMITH THOMAS P - Form 4

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