

LSB INDUSTRIES INC
Form 4
May 14, 2007

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 *
SHEAR HEIDI L BROWN

(Last) (First) (Middle)

16 SOUTH PENNSYLVANIA AVENUE

(Street)

OKLAHOMA CITY, OK 73107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LSB INDUSTRIES INC [LXU]

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2007

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)
VP/Managing Counsel/Asst Sec

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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/10/2007		M	9,000 A \$ 1.25	9,000	I	By Spouse
Common Stock	05/10/2007		G	9,000 D \$ 0	0	I	By Spouse
Common Stock	05/10/2007		G	9,000 A \$ 0	74,212	I	By Trust and Spouse's Trust ⁽¹⁾
Common Stock	05/10/2007		S	5,000 D \$ 20.01	69,212	I	By Trust and Spouse's

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Common Stock	05/10/2007		S	4,000	D	\$ 20.06	65,212	I	Trust ⁽¹⁾ By Trust and Spouse's Trust ⁽¹⁾
Common Stock	05/11/2007		S	500	D	\$ 20.3	64,712	I	By Trust and Spouse's Trust ⁽¹⁾
Common Stock	05/11/2007		S	300	D	\$ 20.35	64,412	I	By Trust and Spouse's Trust ⁽¹⁾
Common Stock	05/11/2007		S	2,700	D	\$ 20.39	61,712	I	By Trust and Spouse's Trust ⁽¹⁾
Common Stock	05/11/2007		S	1,500	D	\$ 20.45	60,212	I	By Trust and Spouse's Trust ⁽¹⁾
Common Stock	05/11/2007		S	400	D	\$ 20.6	59,812	I	By Trust and Spouse's Trust ⁽¹⁾
Common Stock	05/11/2007		S	600	D	\$ 20.65	59,212	I	By Trust and Spouse's Trust ⁽¹⁾
Common Stock							22,988	I	As Trustee ⁽³⁾
Common Stock							263,320	I	As Trustee ⁽⁴⁾

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Option	\$ 1.25	05/10/2007	M	9,000					(2)	07/08/2009	Common Stock	9,000
Incentive Stock Option	\$ 1.25								(2)	07/08/2009	Common Stock	50,544
Incentive Stock Option	\$ 2.73								(2)	11/29/2011	Common Stock	15,000
Incentive Stock Option	\$ 1.25								(5)	07/08/2009	Common Stock	12,760
Nonqualified Stock Option	\$ 2.73								(5)	11/29/2011	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEAR HEIDI L BROWN 16 SOUTH PENNSYLVANIA AVENUE OKLAHOMA CITY, OK 73107			VP/Managing Counsel/Asst Sec	

Signatures

Heidi L. Brown
Shear 05/14/2007

**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) These shares are held in a jointly owned account by Ms. Shear's revocable trust (the "Shear Trust"), of which Ms. Shear is the grantor and trustee, and the revocable trust of Ms. Shear's husband, David M. Shear (the "Spouse Trust"). David M. Shear is the grantor and trustee of the Spouse Trust.
- (2) Incentive Stock Options ("ISO") and Nonqualified Stock Options (NQSO) granted by the Issuer to Ms. Shear's spouse. All ISOs and NQSO held by Ms. Shear's spouse are currently exercisable. As of the date of this report, the total number of shares underlying the ISOs and NQSOs held by Ms. Shear's spouse is 91,544.

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- (3) These shares are held by two trusts established for the benefit of each of the reporting person's children, of which the reporting person is the trustee.

These shares are held by three trusts (the "Children's Trusts") established for the benefit of each of the children of Jack E. Golsen and

- (4) Sylvia H. Golsen, of which the reporting person is the trustee. The reporting person has no pecuniary interest in the securities held by the Children's Trusts. As a result, the reporting person disclaims beneficial ownership of the shares held in the Children's Trusts.

Incentive Stock Options ("ISO") and Nonqualified Stock Options (NQSO") granted by the Issuer to the reporting person. All ISOs and

- (5) NQSOs held by the reporting person are currently exercisable. As of the date of this report, the total number of shares underlying the ISOs held by the reporting person is 22,760.

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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