

GUTIERREZ DONALD A  
 Form 4  
 November 18, 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 \*  
**GUTIERREZ DONALD A**

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)  
**11/17/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Senior Vice President**

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

**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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK					3,229	I	See Footnote (1)
COMMON STOCK	11/17/2005		M	3,500 A \$ 10.063	17,107	D	
COMMON STOCK	11/17/2005		M	3,500 A \$ 7.938	20,607	D	
COMMON STOCK	11/17/2005		M	20,000 A \$ 6.938	40,607	D	
	11/17/2005		S	27,000 D	13,607	D (2)	

COMMON STOCK	\$					
	22.1256					
COMMON STOCK		3,875		I		See Footnote (3)

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (Right to Buy Common Stock)	\$ 10.063	11/17/2005		M	3,500	08/01/1997 <sup>(4)</sup> 08/01/2006	Common Stock	3,500	
Stock Option (Right to Buy Common Stock)	\$ 7.938	11/17/2005		M	3,500	02/27/1998 <sup>(5)</sup> 02/27/2007	Common Stock	3,500	
Stock Option (Right to Buy Common Stock)	\$ 6.938	11/17/2005		M	20,000	02/26/1999 <sup>(6)</sup> 02/26/2008	Common Stock	20,000	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

# Edgar Filing: GUTIERREZ DONALD A - Form 4

Director 10% Owner Officer Other

GUTIERREZ DONALD A  
THE LAMSON & SESSIONS CO.  
25701 SCIENCE PARK DRIVE  
CLEVELAND, OH 44122

Senior Vice President

## Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Donald A.  
Gutierrez

11/18/2005

\_\_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) 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.  
Total includes shares distributed to Reporting Person from the Trust under The Lamson & Sessions Co. Deferred Compensation Plan for  
(2) Executive Officers (the "Trust") as of June 2, 2004. Total also includes 774 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 433 and 341 common shares, respectively.
- (3) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of March 11, 2005.
- (4) Exercisable over three years as follows: one-third on August 1, 1997; one-third on August 1, 1998; and one-third on August 1, 1999, 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 27, 1998; one-third on February 27, 1999; and one-third on February 27, 2000, with the number of shares vested in each year rounded to the nearest whole share.
- (6) 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.

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.