#### LAMSON & SESSIONS CO

Form 4/A January 12, 2007

# FORM 4

#### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

**OMB APPROVAL** 

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average burden hours per

0.5

response...

5. Relationship of Reporting Person(s) to

Issuer

Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

LAMSON & SESSIONS CO [LMS]

Symbol

1(b).

(Print or Type Responses)

**CLANCY EILEEN E** 

1. Name and Address of Reporting Person \*

	LAMSON & SESSIONS CO [LMS]						(Check all applicable)			
	(First) (NON & SESSION) SCIENCE PARK	(Month/E S 02/16/2	3. Date of Earliest Transaction (Month/Day/Year) 02/16/2006				Director 10% Owner Selfon Officer (give title Other (specify below) below)  Vice President-Human Resources			
CLEVELAN	(Street) ID, OH 44122	Filed(Mor	4. If Amendment, Date Original Filed(Month/Day/Year) 02/21/2006				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip) Tabl	e I - Non-D	erivative	Secur	ities Acqu	ired, Disposed of	f, or Benefici	ally Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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)	
COMMON STOCK							3,607	I	SEE FOOTNOTE	
COMMON STOCK	02/16/2006		A(2)	900	A	\$ 0	6,104	D (2)		
COMMON STOCK	02/18/2006		F	1,114	D	\$ 25.965	7,944	D (2)		
COMMON STOCK							2,432	I	See Footnote (3)	

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D)	Expiration Date (Month/Day/Year		Underlying Secu (Instr. 3 and 4)	
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nui of Sha
Stock Appreciation Rights	\$ 28.9	02/16/2006		A	2,600	02/16/2007(4)	02/16/2016	Common Stock	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CLANCY EILEEN E THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122

Vice President-Human Resources

### **Signatures**

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Eileen E. Clancy

01/12/2007

\*\*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) 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 486 and 227 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, vesting on (2) February 17, 2008 and February 16, 2009, respectively. Total also reflects 900 shares of restricted stock, vesting on February 16, 2012, but subject to acceleration, based on performance.

Reporting Owners 2

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- (3) Held in Trust pursuant to the Deferred Compensation Plan for Executive officers a 16b-3 Plan as of February 18, 2006.
- The Stock Appreciation Rights are exercisable over three (3) years as follows: one-third on February 16, 2007; one-third on February 16, 2008; and one-third on February 16, 2009, with 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.