

LAMSON & SESSIONS CO
 Form 4
 November 07, 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 *
 Pearch Michael R

(Last) (First) (Middle)
 25701 SCIENCE PARK DRIVE
 (Street)

CLEVELAND, OH 44122

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 LAMSON & SESSIONS CO [LMS]

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/05/2007

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)
 Vice Pres. Supply Chain Mgmt.

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
| COMMON STOCK | 11/05/2007 | | D ⁽¹⁾ | 800 | D \$ 27 0 | D | |
| COMMON STOCK | 11/05/2007 | | D ⁽¹⁾ | 2,739 | D \$ 27 0 | I | See Footnote (1) |

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

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SEC 1474 (9-02)

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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 |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| NonQualified Stock Option | \$ 6.938 | 11/05/2007 | | D | 6,500 | <u>(2)</u> 02/26/2008 | Common Stock | 6,500 |
| NonQualified Stock Option | \$ 4.968 | 11/05/2007 | | D | 4,000 | <u>(3)</u> 02/25/2009 | Common Shares | 4,000 |
| NonQualified Stock Option | \$ 6.625 | 11/05/2007 | | D | 4,000 | <u>(4)</u> 02/23/2010 | Common Shares | 4,000 |
| NonQualified Stock Option | \$ 9.88 | 11/05/2007 | | D | 3,500 | <u>(5)</u> 02/21/2011 | Common Shares | 3,500 |
| NonQualified Stock Option | \$ 4.1 | 11/05/2007 | | D | 3,000 | <u>(6)</u> 02/20/2012 | Common Shares | 3,000 |
| NonQualified Stock Option | \$ 3.44 | 11/05/2007 | | D | 3,000 | <u>(7)</u> 02/18/2013 | Common Shares | 3,000 |
| Stock Appreciation Rights | \$ 30.23 | 11/05/2007 | | D | 2,300 | <u>(8)</u> 02/23/2017 | Common Shares | 2,300 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pearch Michael R 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122 | | | Vice Pres. Supply Chain Mgmt. | |

Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Michael R. Pearch 11/07/2007

**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) Reflects disposition of shares in exchange for cash price indicated pursuant to the Agreement and Plan of Merger by and among Thomas & Betts Corporation, T&B Acquisition II Corp. and The Lamson & Sessions Co.
- (2) The option, which provided for vesting in three equal annual installments beginning February 26, 1999, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (3) The option, which provided for vesting in three equal annual installments beginning February 25, 2000, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (4) The option, which provided for vesting in three equal annual installments beginning February 23, 2001, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (5) The option, which provided for vesting in three equal annual installments beginning February 21, 2002, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (6) The option, which provided for vesting in three equal annual installments beginning February 20, 2003, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (7) The option, which provided for vesting in three equal annual installments beginning February 18, 2004, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (8) The Stock Appreciation Rights were cancelled as they are "underwater" based on the \$27.00 per share cash payment per the Merger Agreement between Lamson & Sessions and Thomas & Betts.

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.