

HILL GEORGE R
Form 4
December 15, 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 *
HILL GEORGE R

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

LAMSON & SESSIONS CO [LMS]

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

THE LAMSON & SESSIONS CO., 25701 SCIENCE PARK DRIVE

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

(Street)

CLEVELAND, OH 44122

(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 Indirect Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
COMMON STOCK					1,865	D	(1)
COMMON STOCK					33,537	I	See Footnote (2)
COMMON STOCK					20,861	I	See Footnote (3)
COMMON STOCK	12/13/2005		M	1,000 A \$ 10.313	22,856	D	

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COMMON STOCK	12/13/2005	M	1,000	A	\$ 7.563	23,856	D
COMMON STOCK	12/13/2005	M	1,000	A	\$ 7.469	24,856	D
COMMON STOCK	12/13/2005	M	2,000	A	\$ 5.625	26,856	D
COMMON STOCK	12/13/2005	M	2,000	A	\$ 7.969	28,856	D
COMMON STOCK	12/13/2005	M	2,000	A	\$ 8.9	30,856	D
COMMON STOCK	12/13/2005	M	2,000	A	\$ 5.185	32,856	D
COMMON STOCK	12/13/2005	M	2,000	A	\$ 4.175	34,856	D
COMMON STOCK	12/13/2005	M	4,000	A	\$ 6.545	38,856	D
COMMON STOCK	12/13/2005	S	400	D	\$ 30.32	38,456	D
COMMON STOCK	12/13/2005	S	500	D	\$ 30.31	37,956	D
COMMON STOCK	12/13/2005	S	16,100	D	\$ 30.15	21,856	D ⁽⁴⁾

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.

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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)
	\$ 10.313	12/13/2005		M	1,000	04/29/1997 ⁽⁵⁾ 04/29/2006	Amount or Number of Shares 1,000

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Stock Option (Right to Buy Common Stock)								Common Stock	
Stock Option (Right to Buy Common Stock)	\$ 7.563	12/13/2005	M	1,000	04/28/1998 ⁽⁶⁾	04/27/2007		Common Stock	1,000
Stock Option (Right to Buy Common Stock)	\$ 7.469	12/13/2005	M	1,000	04/27/1999 ⁽⁷⁾	04/26/2008		Common Stock	1,000
Stock Option (Right to Buy Common Stock)	\$ 5.625	12/13/2005	M	2,000	04/26/2000 ⁽⁸⁾	04/25/2009		Common Stock	2,000
Stock Option (Right to Buy Common Stock)	\$ 7.969	12/13/2005	M	2,000	05/01/2001 ⁽⁹⁾	05/01/2010		Common Stock	2,000
Stock Option (Right to Buy Common Stock)	\$ 8.9	12/13/2005	M	2,000	04/30/2002 ⁽¹⁰⁾	04/30/2011		Common Stock	2,000
Stock Option (Right to Buy Common Stock)	\$ 5.185	12/13/2005	M	2,000	04/29/2003 ⁽¹¹⁾	04/29/2012		Common Stock	2,000
Stock Option (Right to Buy Common Stock)	\$ 4.175	12/13/2005	M	2,000	05/05/2004 ⁽¹²⁾	05/12/2013		Common Stock	2,000

Stock)

Stock

Option

(Right to

Buy

\$ 6.545

12/13/2005

M

4,000

05/03/2005⁽¹³⁾

05/03/2014

Common
Stock

4,000

Common

Stock)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL GEORGE R THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122	X			

Signatures

/s/ Aileen Liebertz, Attorney-in-Fact for George
R. Hill

12/15/2005

**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) Restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period.
- (2) New account as of December 2001. Shares held in Trust pursuant to Directors Deferred Compensation Plan - a 16b-3 Plan. Transaction(s) completed by Trustee as of December 12, 2005.
- (3) Indirect Ownership: Balance of 20,862 shares held in Trust pursuant to Directors Deferred Compensation Plan - a 16b-3 Plan. Report of transactions as of July 1, 2005. As of December 13, 2001, began 10-year distribution, per director's election. A total of 20,856 shares were distributed through July 1, 2005. These shares have been previously reported on Section 16 filings. The descending balance will continue to be held by the Trust through the 10-year distribution period.
- (4) Direct Ownership: Total of 21,856 shares includes 20,856 shares described in Footnote (3), now held directly.
- (5) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 1,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 29, 1997.
- (6) Stock Option, pursuant to the Company's Non-Employee Directors Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 1,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 28, 1998.
- (7) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 1,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 27, 1999.
- (8) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 26, 2000.
- (9) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after May 1, 2001.
- (10) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 30, 2002.
- (11) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after April 29, 2003.

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- (12) Stock Option, pursuant to the Company's Non-Employee Director Stock Option Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 2,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after May 5, 2004.
- (13) Stock Option, pursuant to the Company's 1998 Incentive Equity Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase 4,000 shares of the Company's Common Stock, one-hundred percent exercisable on and after May 3, 2005.

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.