

LYDALL INC /DE/  
Form 4  
November 17, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
**BARNHART DALE G**

2. Issuer Name and Ticker or Trading Symbol  
**LYDALL INC /DE/ [LDL]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
**C/O LYDALL, INC., ONE COLONIAL ROAD, P.O. BOX 151**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/13/2014**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President & CEO**

(Street)  
**MANCHESTER, CT 06045-0151**

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	11/13/2014		M		30,000 (1) A \$ 11.12 279,999	D	
Common Stock	11/13/2014		M		4,000 (1) A \$ 9.7 283,999	D	
Common Stock	11/13/2014		M		5,000 (1) A \$ 4.64 288,999	D	
Common Stock	11/13/2014		M		315 (1) A \$ 7.8 289,314	D	
Common Stock	11/13/2014		M		3,238 (1) A \$ 8.94 292,552	D	

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Common Stock	11/13/2014	S	42,553	D	\$ <u>(2)</u>	249,999	D
Common Stock	11/14/2014	M	<u>9,262</u> (1)	A	\$ 8.94	259,261	D
Common Stock	11/14/2014	M	<u>22,185</u> (3)	A	\$ 7.8	281,446	D
Common Stock	11/14/2014	S	31,447	D	\$ <u>(4)</u>	249,999	D

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)

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	
Common Stock	\$ 11.12	11/13/2014		M	30,000	10/24/2008	10/23/2017 <sup>(5)</sup>	Common Stock	30,000
Common Stock	\$ 9.7	11/13/2014		M	4,000	12/03/2008	12/02/2017 <sup>(5)</sup>	Common Stock	4,000
Common Stock	\$ 4.64	11/13/2014		M	5,000	12/09/2009	12/08/2018 <sup>(5)</sup>	Common Stock	5,000
Common Stock	\$ 7.8	11/13/2014		M	315	12/09/2011	12/08/2020 <sup>(5)</sup>	Common Stock	315
Common Stock	\$ 8.94	11/13/2014		M	3,238	12/19/2012	12/18/2021 <sup>(5)</sup>	Common Stock	3,238
Common Stock	\$ 8.94	11/14/2014		M	9,262	12/19/2012	12/18/2021 <sup>(5)</sup>	Common Stock	9,262
Common Stock	\$ 7.8	11/14/2014		M	22,185	12/09/2011	12/08/2020 <sup>(3)</sup>	Common Stock	22,185

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARNHART DALE G C/O LYDALL, INC. ONE COLONIAL ROAD, P.O. BOX 151 MANCHESTER, CT 06045-0151	X		President & CEO	

## Signatures

Chad A. McDaniel, Attorney-in-fact, for Dale G.  
Barnhart

11/17/2014

\_\_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) Represents the exercise of 51,815 Incentive Stock Options by the Reporting Person granted under the Issuer's Amended and Restated 2003 Stock Incentive Compensation Plan.  
The price reported is the weighted average of all the shares sold on November 13, 2014. The shares were sold at prices ranging from
- (2) \$28.75 to \$28.95. The Reporting Person undertakes, upon request by the Staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (3) Represents the exercise of 22,185 Non-Qualified Stock Options by the Reporting Person granted under the Issuer's Amended and Restated 2003 Stock Incentive Compensation Plan.  
The price reported is the weighted average of all the shares sold on November 14, 2014. The shares were sold at prices ranging from
- (4) \$28.75 to \$29.02. The Reporting Person undertakes, upon request by the Staff of the Securities and Exchange Commission, the Issuer, or a security holder of the Issuer, to provide full information regarding the number of shares sold at each separate price.
- (5) Incentive Stock Options granted under the Amended and Restated 2003 Stock Incentive Compensation Plan. Options become exercisable at the rate of 25% per year, beginning one year from initial grant date.

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.