

LYDALL INC /DE/
Form 4
February 22, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Abbruzzi Joseph A.

(Last) (First) (Middle)

C/O LYDALL, INC., ONE
COLONIAL ROAD

(Street)

MANCHESTER, CT 06042

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LYDALL INC /DE/ [LDL]

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

02/18/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Pres., Industrial Filtration

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	02/18/2016		A	890 ⁽¹⁾	A \$ 0 38,806	D	
Common Stock	02/18/2016		F	1,977 ⁽²⁾	D \$ 27.15 36,829	D	
Common Stock	02/21/2016		F	652 ⁽³⁾	D \$ 27.3 36,177	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Abbruzzi Joseph A. C/O LYDALL, INC. ONE COLONIAL ROAD MANCHESTER, CT 06042	Pres., Industrial Filtration

Signatures

Chad A. McDaniel, Attorney-in-fact for Joseph A. Abbruzzi 02/22/2016

__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 an increase from the number of Performance Shares granted under the Company's 2012 Stock Incentive Compensation Plan on February 18, 2013, following the certification, on February 18, 2016, by the Compensation Committee of the attainment of the performance criteria set forth in the award in excess of target. The shares covered by this report, as well as the original 4,449 shares underlying the award previously reported on February 24, 2014, vested in full on February 18, 2016.

(2) In conjunction with the vesting on February 18, 2016 of 5,339 performance shares from the Performance Share Award granted on February 18, 2013 and certified on February 18, 2016; 1,977 shares of common stock were surrendered to satisfy tax obligations of the Reporting Person.

(3) Represents Securities surrendered to satisfy tax obligation of the Reporting Person in connection with the vesting on the Transaction Date of February 21, 2016, 1,915 shares of restricted stock awarded by the Issuer to the Reporting Person on February 21, 2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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