

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 \*  
GUTIERREZ DONALD A

(Last) (First) (Middle)

THE LAMSON & SESSIONS  
CO., 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)  
Senior Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON STOCK                    | 11/05/2007                           |  | D <sup>(1)</sup>               | 1,907 D   | \$ 27 0   | I  | See Footnote (1)                                      |
| COMMON STOCK                    | 11/05/2007                           |  | D <sup>(1)</sup>               | 20,559 D  | \$ 27 0   | D  |   |
| COMMON STOCK                    | 11/05/2007                           |  | D <sup>(1)</sup>               | 4,043 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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(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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| NonQualified Stock Options                 | \$ 9.88  | 11/05/2007                           |  | D                              | 20,000  | <u>(2)</u> 02/21/2011                                    | Common Shares   | 20,000                     |
| NonQualified Stock Options                 | \$ 4.1   | 11/05/2007                           |  | D                              | 25,000  | <u>(3)</u> 02/20/2012                                    | Common Shares   | 25,000                     |
| NonQualified Stock Options                 | \$ 3.44  | 11/05/2007                           |  | D                              | 25,000  | <u>(4)</u> 02/18/2013                                    | Common Shares   | 25,000                     |
| NonQualified Stock Options                 | \$ 6.475   | 11/05/2007                           |  | D                              | 25,000  | <u>(5)</u> 04/30/2014                                    | Common Shres  | 25,000                     |
| NonQualified Stock Options                 | \$ 9.725   | 11/05/2007                           |  | D                              | 25,000  | <u>(6)</u> 04/29/2015                                    | Common Shares   | 25,000                     |
| Stock Appreciation Rights                  | \$ 28.9  | 11/05/2007                           |  | D                              | 7,400   | <u>(7)</u> 02/16/2016                                    | Commn Shares  | 7,400                      |
| Stock Appreciation Rights                  | \$ 30.23   | 11/05/2007                           |  | D                              | 6,700   | <u>(7)</u> 02/23/2017                                    | Common Shares   | 6,700                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| GUTIERREZ DONALD A<br>THE LAMSON & SESSIONS CO.<br>25701 SCIENCE PARK DRIVE<br>CLEVELAND, OH 44122 |               |           | Senior Vice President |       |

## Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Donald A. Gutierrez

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 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.
- (3) 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.
- (4) 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.
- (5) The option, which provided for vesting in three equal annual installments beginning April 30, 2005, 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 April 29, 2006, 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 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.

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