

CATANI ALBERT J II  
 Form 4/A  
 February 03, 2006

**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 \*  
 CATANI ALBERT J II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 THE LAMSON & SESSIONS  
 CO., 25701 SCIENCE PARK  
 DRIVE

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 12/14/2005

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Vice President-Manufacturing

(Street)  
 CLEVELAND, OH 44122

4. If Amendment, Date Original Filed(Month/Day/Year)  
 12/16/2005

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
COMMON STOCK	12/14/2005		M		15,000	A	\$ 6.938
COMMON STOCK	12/14/2005		M		12,000	A	\$ 4.968
COMMON STOCK	12/14/2005		M		12,000	A	\$ 6.625
COMMON STOCK	12/14/2005		M		10,000	A	\$ 9.88
COMMON STOCK	12/14/2005		M		5,000	A	\$ 4.1

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COMMON STOCK	12/14/2005	S	500	D	\$ 27.91	55,740	D
COMMON STOCK	12/14/2005	S	200	D	\$ 27.9	55,540	D
COMMON STOCK	12/14/2005	S	200	D	\$ 27.88	55,340	D
COMMON STOCK	12/14/2005	S	400	D	\$ 27.85	54,940	D
COMMON STOCK	12/14/2005	S	200	D	\$ 27.79	54,740	D
COMMON STOCK	12/14/2005	S	900	D	\$ 27.78	53,840	D
COMMON STOCK	12/14/2005	S	600	D	\$ 27.77	53,240	D
COMMON STOCK	12/14/2005	S	500	D	\$ 27.76	52,740	D
COMMON STOCK	12/14/2005	S	1,900	D	\$ 27.75	50,840	D
COMMON STOCK	12/14/2005	S	400	D	\$ 27.74	50,440	D
COMMON STOCK	12/14/2005	S	500	D	\$ 27.73	49,940	D
COMMON STOCK	12/14/2005	S	200	D	\$ 27.71	49,740	D
COMMON STOCK	12/14/2005	S	1,700	D	\$ 27.7	48,040	D
COMMON STOCK	12/14/2005	S	400	D	\$ 27.69	47,640	D
COMMON STOCK	12/14/2005	S	7,400	D	\$ 27.68	40,240	D
COMMON STOCK	12/14/2005	S	500	D	\$ 27.67	39,740	D
COMMON STOCK	12/14/2005	S	4,100	D	\$ 27.65	35,640	D
COMMON STOCK	12/14/2005	S	700	D	\$ 27.64	34,940	D
COMMON STOCK	12/14/2005	S	1,000	D	\$ 27.62	33,940	D
COMMON STOCK	12/14/2005	S	500	D	\$ 27.61	33,440	D
	12/14/2005	S	2,700	D	\$ 27.6	30,740	D <sup>(1)</sup>

COMMON  
STOCK

COMMON  
STOCK

COMMON  
STOCK

3,702

I

See  
Footnote  
(2)

1,188

I

See  
Footnote  
(3)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy Common Stock)	\$ 6.938	12/14/2005		M	15,000	02/26/1999 <sup>(4)</sup>	02/26/2008	Common Stock	15,000
Stock Option (Right to Buy Common Stock)	\$ 4.968	12/14/2005		M	12,000	02/25/2000 <sup>(5)</sup>	02/25/2009	Common Stock	12,000
Stock Option (Right to Buy Common Stock)	\$ 6.625	12/14/2005		M	12,000	02/23/2001 <sup>(6)</sup>	02/23/2010	Common Stock	12,000
	\$ 9.88	12/14/2005		M	10,000	02/21/2002 <sup>(7)</sup>	02/21/2011		10,000

Option Type	Exercise Price	Grant Date	Expiration Date	Number of Shares	Market	Acquisition Date	Expiration Date	Common Stock	Number of Shares
Stock Option (Right to Buy Common Stock)								Common Stock	
Stock Option (Right to Buy Common Stock)	\$ 4.1	12/14/2005		5,000	M	02/20/2003 <sup>(8)</sup>	02/20/2012	Common Stock	5,000
Stock Option (Right to Buy Common Stock)	\$ 4.1	12/15/2005		7,000	M	02/20/2003 <sup>(9)</sup>	02/20/2012	Common Stock	7,000
Stock Option (Right to Buy Common Stock)	\$ 3.44	12/15/2005		1,400	M	02/18/2004 <sup>(10)</sup>	02/18/2013	Common Stock	1,400

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CATANI ALBERT J II THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122			Vice President-Manufacturing	

## Signatures

/s/ Aileen Liebertz, Attorney-in-Fact for Albert J. Catani, II

02/03/2006

\*\*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) Total also includes 740 restricted shares (grant previously reported) vesting on February 18, 2006.
- (2) Held by the Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of December 31, 2005.
- (3) Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan"), exempt under Rule 16b-3(c). Total adjusted to reflect acquisitions since Reporting Person's last report

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- (4) Exercisable over three years as follows: one-third on February 26, 1999; one-third on February 26, 2000; and one-third on February 26, 2001, with the number of shares vested in each year rounded to the nearest whole share.
- (5) Exercisable over three years as follows: one-third on February 25, 2000; one-third on February 25, 2001; and one-third on February 25, 2002, with number of shares vested in each year rounded to the nearest whole share.
- (6) Exercisable over three years as follows: one-third on February 23, 2001; one-third on February 23, 2002; and one-third on February 23, 2003 with the number of shares vested in each year rounded to the nearest whole share.
- (7) Exercisable over three years as follows: one-third on February 21, 2002; one-third on February 21, 2003; and one-third on February 21, 2004, with number of shares vested in each year rounded to the nearest whole share.
- (8) Exercisable over three years as follows: one-third on February 20, 2003; one-third on February 20, 2004; and one-third on February 20, 2005, with number of shares vested in each year rounded to the nearest whole share.
- (9) Exercisable over three years as follows: one-third on February 20, 2003; one-third on February 20, 2004; and one-third on February 20, 2005, with number of shares vested in each year rounded to the nearest whole share.
- (10) Exercisable over three years as follows: one-third on February 18, 2004; one-third on February 18, 2005; and one-third on February 18, 2006, with number of shares vested in each year rounded to the nearest whole share.

### **Remarks:**

Form 1 of 2

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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