

AMOS NORMAN E  
Form 4  
February 21, 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 \*  
AMOS NORMAN E

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)

3. Date of Earliest Transaction (Month/Day/Year)  
02/16/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Vice Pres. Supply Chain Mgt

THE LAMSON & SESSIONS CO., 25701 SCIENCE PARK DRIVE

(Street)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| COMMON STOCK                    | 02/16/2006                           |  | A <sup>(1)</sup>               | 1,200 A \$ 0  | 19,721  | D <sup>(1)</sup>   |                                   |
| COMMON STOCK                    |                                      |  |                                |   | 16  | I  | See Footnote <sup>(2)</sup>       |
| COMMON STOCK                    |                                      |  |                                |   | 11,454  | I  | See Footnote <sup>(3)</sup>       |

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 (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) |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|
| Stock Appreciation Rights                  | \$ 28.9  | 02/16/2006                           |  | A                              | 3,200  | 02/16/2007 <sup>(4)</sup> 02/16/2016                     | COMMON STOCK  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                             |       |
|---|---------------|-----------|-----------------------------|-------|
|   | Director      | 10% Owner | Officer                     | Other |
| AMOS NORMAN E<br>THE LAMSON & SESSIONS CO.<br>25701 SCIENCE PARK DRIVE<br>CLEVELAND, OH 44122 |               |           | Vice Pres. Supply Chain Mgt |       |

## Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Norman E. Amos 02/21/2006

\_\_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 includes 2,290 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, vesting on February 17, 2008. Total reflects 1,200 shares of restricted stock, vesting on February 16, 2012, but subject to acceleration, based on performance.
- (2) Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan") exempt under Rule 16b-3(c). Total adjusted to reflect ongoing acquisitions under the 401(k) Plan since Reporting Person's last report.
- (3) Held in Trust pursuant to the Deferred Compensation Plan for Executive officers - a 16b-3 Plan as of February 18, 2006.
- (4)

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The Stock Appreciation Rights are exercisable over three (3) years as follows: one-third on February 16, 2007; one-third on February 16, 2008; and one-third on February 16, 2009, with number of shares vested in each year rounded to the nearest whole share.

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.