

LAMSON & SESSIONS CO

Form 3

August 10, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â RAMIUS CAPITAL GROUP
LLC

(Last) (First) (Middle)

666 THIRD AVENUE, 26TH
FLOOR,Â

(Street)

NEW YORK
CITY,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
08/03/20073. Issuer Name **and** Ticker or Trading Symbol
LAMSON & SESSIONS CO [LMS]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. 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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock, no par value

293,494

I

By Parche LLC ⁽¹⁾

Common Stock, no par value

1,540,844

I

By Starboard Master ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	(Instr. 4) Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAMIUS CAPITAL GROUP LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK CITY, NY 10017	Â	Â X	Â	Â
C4S & CO LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â
COHEN PETER A C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	See Explanation of Responses
STARK MORGAN B C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â
STRAUSS THOMAS W C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â
SOLOMON JEFFREY M C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â
Starboard Value & Opportunity Master Fund Ltd C/O CITCO FUND SERVICES LTD WEST BAY RD Â	Â	Â X	Â	Â
Parche, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â
RCG STARBOARD ADVISORS, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â

Signatures

By: Ramius Capital Group, L.L.C.; By: C4S & Co., L.L.C., as managing member; By: /s/ Jeffrey M. Solomon, Authorized Signatory	08/07/2007
__Signature of Reporting Person	Date
By: C4S & Co., L.L.C., By: /s/ Jeffrey M. Solomon, as Managing Member	08/07/2007
__Signature of Reporting Person	Date
By: /s/ Jeffrey M. Solomon, as Attorney in Fact for Peter A. Cohen	08/07/2007
__Signature of Reporting Person	Date
By: /s/ Jeffrey M. Solomon, as Attorney in Fact for Morgan B. Stark	08/07/2007
__Signature of Reporting Person	Date
By: /s/ Jeffrey M. Solomon, as Attorney in Fact for Thomas W. Strauss	08/07/2007
__Signature of Reporting Person	Date
/s/ Solomon, Jeffrey M.	08/07/2007
__Signature of Reporting Person	Date
By: Starboard Value and Opportunity Master; By: RCG Starboard Advisors, LLC, its investment manager; By: Ramius Capital Group, L.L.C., its sole member; By: C4S & Co., L.L.C., as managing member; By: /s/ Jeffrey M. Solomon, Authorized Signatory	08/07/2007
__Signature of Reporting Person	Date
By: Parche, LLC; By: RCG Starboard Advisors, LLC, its managing member; By: Ramius Capital Group, L.L.C., its sole member; By: C4S & Co., L.L.C., as managing member; By: /s/ Jeffrey M. Solomon, Authorized Signatory	08/07/2007
__Signature of Reporting Person	Date
By: RCG Starboard Advisors, LLC; By: Ramius Capital Group, L.L.C., its sole member; By: C4S & Co., L.L.C., as managing member; By: /s/ Jeffrey M. Solomon, Authorized Signatory	08/07/2007
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Consists of Shares owned directly by Parche, LLC (Parche). As the managing member of Parche, RCG Starboard Advisors, LLC (RCG Starboard Advisors) may be deemed to beneficially own the Shares owned by Parche. As the sole member of RCG Starboard Advisors, Ramius Capital Group, L.L.C. (Ramius) may be deemed to beneficially own the Shares owned by Parche. As the managing member of

(1) Ramius, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the Shares owned by Parche. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the Shares owned by Parche. Each of Messrs. Cohen, Stark, Solomon and Strauss, RCG Starboard Advisors, Ramius and C4S disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

Consists of Shares owned directly by Starboard Value and Opportunity Master Fund, Ltd. (Starboard). As the investment manager of Starboard, RCG Starboard Advisors may be deemed to beneficially own the Shares owned by Starboard. As the sole member of RCG Starboard Advisors, Ramius may be deemed to beneficially own the Shares owned by Starboard. As the managing member of Ramius,

(2) C4S may be deemed to beneficially own the Shares owned by Starboard. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the Shares owned by Starboard. Each of Messrs. Cohen, Stark, Solomon and Strauss, RCG Starboard Advisors, Ramius and C4S disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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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