

CLANCY EILEEN E  
Form 4  
December 21, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
CLANCY EILEEN 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)  
12/20/2005

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
COMMON STOCK					3,597	I	SEE FOOTNOTE (1)
COMMON STOCK	12/20/2005		M	3,000 A \$ 4.968	4,077	D	
COMMON STOCK	12/20/2005		M	3,500 A \$ 6.625	7,577	D	
COMMON STOCK	12/20/2005		M	10,000 A \$ 5.25	17,577	D	
	12/20/2005		S	1,200 D	16,377	D	

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COMMON STOCK					\$ 26.89		
COMMON STOCK	12/20/2005	S	2,500	D	\$ 26.83	13,877	D
COMMON STOCK	12/20/2005	S	400	D	\$ 26.79	13,477	D
COMMON STOCK	12/20/2005	S	1,000	D	\$ 26.78	12,477	D
COMMON STOCK	12/20/2005	S	100	D	\$ 26.77	12,377	D
COMMON STOCK	12/20/2005	S	100	D	\$ 26.72	12,277	D
COMMON STOCK	12/20/2005	S	600	D	\$ 26.71	11,677	D
COMMON STOCK	12/20/2005	S	1,900	D	\$ 26.7	9,777	D
COMMON STOCK	12/20/2005	S	800	D	\$ 26.63	8,977	D
COMMON STOCK	12/20/2005	S	400	D	\$ 26.22	8,577	D
COMMON STOCK	12/20/2005	S	1,500	D	\$ 26.01	7,077	D
COMMON STOCK	12/20/2005	S	800	D	\$ 25.99	6,277	D
COMMON STOCK	12/20/2005	S	600	D	\$ 25.88	5,677	D
COMMON STOCK	12/20/2005	S	700	D	\$ 25.87	4,977	D
COMMON STOCK	12/20/2005	S	200	D	\$ 25.84	4,777	D
COMMON STOCK	12/20/2005	S	500	D	\$ 25.83	4,277	D
COMMON STOCK	12/20/2005	S	100	D	\$ 25.79	4,177	D
COMMON STOCK	12/20/2005	S	100	D	\$ 25.75	4,077	D
COMMON STOCK	12/20/2005	S	600	D	\$ 25.74	3,477	D
COMMON STOCK	12/20/2005	S	300	D	\$ 25.7	3,177	D
	12/20/2005	S	200	D		2,977	D

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COMMON STOCK					\$ 25.69			
COMMON STOCK	12/20/2005		S	600	D	\$ 25.67	2,377	D
COMMON STOCK	12/20/2005		S	100	D	\$ 25.66	2,277	D
COMMON STOCK	12/20/2005		S	200	D	\$ 25.65	2,077	D
COMMON STOCK	12/20/2005		S	100	D	\$ 25.62	1,977	D <sup>(2)</sup>
COMMON STOCK							5,386	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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**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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy Common Stock)	\$ 4.968	12/20/2005		M	3,000	02/25/2000 <sup>(4)</sup> 02/25/2009	Common Stock 3,000
Stock Option (Right to Buy Common Stock)	\$ 6.625	12/20/2005		M	3,500	02/23/2001 <sup>(5)</sup> 02/23/2010	Common Stock 3,500
	\$ 5.25	12/20/2005		M	10,000	01/02/2003 <sup>(6)</sup> 01/02/2012	10,000

Stock  
Option  
(Right to  
Buy  
Common  
Stock)

Common  
Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLANCY EILEEN E THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122			Vice President-Human Resources	

## Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Eileen E.  
Clancy

12/21/2005

\*\*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) 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.
  - (2) Total includes 1,077 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, on February 18, 2006 and February 17, 2008 of 591 and 486 common shares, respectively.
  - (3) Held in Trust pursuant to the Deferred Compensation Plan for Executive officers - a 16b-3 Plan as of March 11, 2005.  
Stock Option, pursuant to the Company's 1998 Incentive Equity Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase
  - (4) 3,000 shares of the Company's Common Stock, one-hundred percent exercisable over two years, 50% in each year following the date of grant.  
Stock Option, pursuant to the Company's 1998 Incentive Equity Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase
  - (5) 3,500 shares of the Company's Common Stock, one-hundred percent exercisable over two years, 50% in each year following the date of grant.  
Stock Option, pursuant to the Company's 1998 Incentive Equity Plan, a Rule 16b-3 plan, to the reporting person of an option to purchase
  - (6) 10,000 shares of the Company's Common Stock, exercisable over three years, one-third in each year following the date of grant, rounded in each year to 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. 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.