

LYDALL INC /DE/
Form 4
December 09, 2010

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 *
FERRIS PETER V

(Last) (First) (Middle)

C/O LYDALL, INC., ONE
COLONIAL ROAD, P.O. BOX 151

(Street)

MANCHESTER, CT 06045-0151

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LYDALL INC /DE/ [LDL]

3. Date of Earliest Transaction
(Month/Day/Year)
12/07/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
__X__ Officer (give title below) ___ Other (specify below)

President, Charter Medical Ltd

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/07/2010		F	151 ⁽¹⁾ D	\$ 7.56	42,148	D
Common Stock	12/07/2010		F	451 ⁽²⁾ D	\$ 7.56	41,697	D
Common Stock	12/07/2010		F	376 ⁽³⁾ D	\$ 7.56	41,352 ⁽⁴⁾	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

FERRIS PETER V
C/O LYDALL, INC.
ONE COLONIAL ROAD, P.O. BOX 151
MANCHESTER, CT 06045-0151

President, Charter Medical Ltd

Signatures

Peter J. Ferris, Attorney-in-fact for Peter V. Ferris

12/09/2010

__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) In conjunction with the vesting on December 7, 2010 of 500 shares of restricted stock from the restricted stock award granted on December 7, 2006, 151 shares of common stock were surrendered to satisfy tax obligations of the reporting person.
- (2) In conjunction with the vesting on December 7, 2010 of 1,500 shares of restricted stock from the restricted stock award granted on December 3, 2007, 451 shares of common stock were surrendered to satisfy tax obligations of the reporting person.
- (3) In conjunction with the vesting on December 7, 2010 of 1,250 shares of restricted stock from the restricted stock award granted on December 9, 2008, 376 shares of common stock were surrendered to satisfy tax obligations of the reporting person.

Includes: (i) 31 shares acquired by the reporting person under the Issuer's Employee Stock Purchase Plan since the filing of the last form (4) 4 by the reporting person on December 11, 2001; (ii) 4,000 unvested shares subject to time-based restricted stock awards and (iii) 29,000 unvested shares subject to a performance-based restricted stock award.

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. n="center"> Common Stock 25,000 25,000 D Stock Option \$ 15.205

01/01/2005⁽¹⁾12/31/2011 Common Stock 6,000 6,000 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McDermott John E C/O XEROX CORPORATION P.O. BOX 1600 / 800 LONG RIDGE ROAD STAMFORD, CT 06904			Vice President	

Signatures

K.W. Fizer, 02/07/2005
Attorney-in Fact

**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) Options vest over three years, 33.3% per year beginning in year shown.
- (2) Not Applicable

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