

LAMSON & SESSIONS CO

Form 4

November 07, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GUTIERREZ DONALD A

(Last) (First) (Middle)

THE LAMSON & SESSIONS
CO., 25701 SCIENCE PARK
DRIVE

(Street)

CLEVELAND, OH 44122

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

LAMSON & SESSIONS CO [LMS]

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

11/05/2007

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)

Senior Vice President

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. 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)
				(A) or (D)			
			Code	V	Amount		Price
COMMON STOCK	11/05/2007		D ⁽¹⁾		1,907	D	\$ 27 0
						I	See Footnote (1)
COMMON STOCK	11/05/2007		D ⁽¹⁾		20,559	D	\$ 27 0
						D	
COMMON STOCK	11/05/2007		D ⁽¹⁾		4,043	D	\$ 27 0
						I	See Footnote (1)

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

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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 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
NonQualified Stock Options	\$ 9.88	11/05/2007		D	20,000	(2) 02/21/2011	Common Shares 20,000
NonQualified Stock Options	\$ 4.1	11/05/2007		D	25,000	(3) 02/20/2012	Common Shares 25,000
NonQualified Stock Options	\$ 3.44	11/05/2007		D	25,000	(4) 02/18/2013	Common Shares 25,000
NonQualified Stock Options	\$ 6.475	11/05/2007		D	25,000	(5) 04/30/2014	Common Shres 25,000
NonQualified Stock Options	\$ 9.725	11/05/2007		D	25,000	(6) 04/29/2015	Common Shares 25,000
Stock Appreciation Rights	\$ 28.9	11/05/2007		D	7,400	(7) 02/16/2016	Commn Shares 7,400
Stock Appreciation Rights	\$ 30.23	11/05/2007		D	6,700	(7) 02/23/2017	Common Shares 6,700

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GUTIERREZ DONALD A THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122	Senior Vice President

Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Donald A. Gutierrez

11/07/2007

__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) Reflects disposition of shares in exchange for cash price indicated pursuant to the Agreement and Plan of Merger by and among Thomas & Betts Corporation, T&B Acquisition II Corp. and The Lamson & Sessions Co.
- (2) The option, which provided for vesting in three equal annual installments beginning February 21, 2002, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (3) The option, which provided for vesting in three equal annual installments beginning February 20, 2003, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (4) The option, which provided for vesting in three equal annual installments beginning February 18, 2004, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (5) The option, which provided for vesting in three equal annual installments beginning April 30, 2005, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (6) The option, which provided for vesting in three equal annual installments beginning April 29, 2006, was canceled in the merger between Lamson & Sessions and Thomas & Betts in exchange for a cash payment of \$27.00, minus exercise price.
- (7) The Stock Appreciation Rights were cancelled as they are "underwater" based on the \$27.00 per share cash payment per the Merger Agreement between Lamson & Sessions and Thomas & Betts.

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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