

GUTIERREZ DONALD A  
Form 4  
December 08, 2005

**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 \*  
GUTIERREZ DONALD A

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)  
THE LAMSON & SESSIONS  
CO., 25701 SCIENCE PARK  
DRIVE  
(Street)  
CLEVELAND, OH 44122  
(City) (State) (Zip)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2005

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

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

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| COMMON STOCK                    |                                      |  |                                | (A) or (D)  | Price   |  | See Footnote (1)                                      |
| COMMON STOCK                    | 12/06/2005                           |  | M                              | 20,000  | A \$ 4.968  | 33,607   | D   |
| COMMON STOCK                    | 12/06/2005                           |  | S                              | 2,000   | D \$ 29.05  | 31,607   | D   |
| COMMON STOCK                    | 12/06/2005                           |  | S                              | 700   | D \$ 29.07  | 30,907   | D   |
|                                 | 12/06/2005                           |  | S                              | 400   | D \$ 29.1   | 30,507   | D   |

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|              |            |   |       |   |          |        |   |
|--------------|------------|---|-------|---|----------|--------|---|
| COMMON STOCK |            |   |       |   |          |        |   |
| COMMON STOCK | 12/06/2005 | S | 700   | D | \$ 29.12 | 29,807 | D |
| COMMON STOCK | 12/06/2005 | S | 700   | D | \$ 29.19 | 29,107 | D |
| COMMON STOCK | 12/06/2005 | S | 300   | D | \$ 29.21 | 28,807 | D |
| COMMON STOCK | 12/06/2005 | S | 400   | D | \$ 29.26 | 28,407 | D |
| COMMON STOCK | 12/06/2005 | S | 1,100 | D | \$ 29.28 | 27,307 | D |
| COMMON STOCK | 12/06/2005 | S | 400   | D | \$ 29.3  | 26,907 | D |
| COMMON STOCK | 12/06/2005 | S | 1,000 | D | \$ 29.31 | 25,907 | D |
| COMMON STOCK | 12/06/2005 | S | 300   | D | \$ 29.32 | 25,607 | D |
| COMMON STOCK | 12/06/2005 | S | 800   | D | \$ 29.33 | 24,807 | D |
| COMMON STOCK | 12/06/2005 | S | 1,300 | D | \$ 29.34 | 23,507 | D |
| COMMON STOCK | 12/06/2005 | S | 300   | D | \$ 29.35 | 23,207 | D |
| COMMON STOCK | 12/06/2005 | S | 400   | D | \$ 29.37 | 22,807 | D |
| COMMON STOCK | 12/06/2005 | S | 300   | D | \$ 29.39 | 22,507 | D |
| COMMON STOCK | 12/06/2005 | S | 900   | D | \$ 29.4  | 21,607 | D |
| COMMON STOCK | 12/06/2005 | S | 300   | D | \$ 29.41 | 21,307 | D |
| COMMON STOCK | 12/06/2005 | S | 600   | D | \$ 29.42 | 20,707 | D |
| COMMON STOCK | 12/06/2005 | S | 100   | D | \$ 29.43 | 20,607 | D |
| COMMON STOCK | 12/06/2005 | S | 300   | D | \$ 29.47 | 20,307 | D |
| COMMON STOCK | 12/06/2005 | S | 700   | D | \$ 29.49 | 19,607 | D |
|              | 12/07/2005 | S | 5,500 | D |          | 14,107 | D |

|              |            |  |   |     |          |          |        |              |
|--------------|------------|--|---|-----|----------|----------|--------|--------------|
| COMMON STOCK |            |  |   |     | \$ 29.05 |          |        |              |
| COMMON STOCK | 12/07/2005 |  | S | 500 | D        | \$ 29.35 | 13,607 | D <u>(2)</u> |
| COMMON STOCK |            |  |   |     |          |          | 3,875  | I            |

See Footnote (3)

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

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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   | 12/06/2005                           |  | M                              | 20,000  | 02/25/2000 <sup>(4)</sup>                                | 02/25/2009  | Common Stock | 20,000                     |

## 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

12/08/2005

\_\_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.  
Total includes shares distributed to Reporting Person from the Trust under The Lamson & Sessions Co. Deferred Compensation Plan for
- (2) Executive Officers (the "Trust") as of June 2, 2004. Total also includes 774 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 433 and 341 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.
- (4) Exercisable over three years as follows: one-third on February 25, 2000; one-third on February 25, 2001; and one-third on February 25, 2002, with the 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.