

SCHULZE JOHN B  
Form 4  
December 14, 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 \*  
SCHULZE JOHN B

(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)

12/12/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chmn of the Bd., Pres. & CEO

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                    |                                      |  |                                | (A) or (D)  | Price   |  | See Footnote (2)                                      |
| COMMON STOCK                    |                                      |  |                                | (A) or (D)  | Price   |  | See Footnote (3)                                      |
| COMMON STOCK                    | 12/13/2005                           |  | S                              | 8,000   | D   | \$ 30.4  | 280,335 D   |

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STOCK

|              |            |  |   |       |   |          |         |   |
|--------------|------------|--|---|-------|---|----------|---------|---|
| COMMON STOCK | 12/13/2005 |  | S | 3,500 | D | \$ 30.39 | 276,835 | D |
| COMMON STOCK | 12/13/2005 |  | S | 2,000 | D | \$ 30.38 | 274,835 | D |
| COMMON STOCK | 12/13/2005 |  | S | 2,000 | D | \$ 30.37 | 272,835 | D |
| COMMON STOCK | 12/13/2005 |  | S | 5,000 | D | \$ 30.35 | 267,835 | D |
| COMMON STOCK | 12/13/2005 |  | S | 2,000 | D | \$ 30.33 | 265,835 | D |
| COMMON STOCK | 12/13/2005 |  | S | 1,500 | D | \$ 30.31 | 264,335 | D |
| COMMON STOCK | 12/13/2005 |  | S | 500   | D | \$ 30.3  | 263,835 | D |
| COMMON STOCK | 12/13/2005 |  | S | 4,500 | D | \$ 30.29 | 259,335 | D |
| COMMON STOCK | 12/13/2005 |  | S | 5,000 | D | \$ 30.15 | 254,335 | D |
| COMMON STOCK | 12/13/2005 |  | S | 2,000 | D | \$ 30.1  | 252,335 | D |
| COMMON STOCK | 12/13/2005 |  | S | 2,000 | D | \$ 30.05 | 250,335 | D |

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 Securities (Instr. 3 and 4) |       |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title | Amount or Number of Shares |
|  | \$ 8.563   | 12/12/2005                           |  | M                              | 65,000  | 03/01/1997 <sup>(4)</sup>                                | 03/01/2006  |       | 65,000                     |

| Stock Option (Right to Buy Common Stock) | Exercise Price | Grant Date | Exercise Type | Quantity | Expiration Date           | Term       | Underlying Security | Quantity |
|--|----------------|------------|---------------|----------|---------------------------|------------|---------------------|----------|
| Stock Option (Right to Buy Common Stock) | \$ 7.938       | 12/12/2005 | M             | 35,000   | 02/27/1998 <sup>(5)</sup> | 02/27/2007 | Common Stock        | 35,000   |
| Stock Option (Right to Buy Common Stock) | \$ 7.938       | 12/13/2005 | M             | 35,000   | 02/27/1998 <sup>(5)</sup> | 02/27/2007 | Common Stock        | 35,000   |
| Stock Option (Right to Buy Common Stock) | \$ 6.938       | 12/13/2005 | M             | 15,000   | 02/26/1999 <sup>(6)</sup> | 02/26/2008 | Common Stock        | 15,000   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| SCHULZE JOHN B<br>THE LAMSON & SESSIONS CO.<br>25701 SCIENCE PARK DRIVE<br>CLEVELAND, OH 44122 | X             |           | Chmn of the Bd., Pres. & CEO |       |

## Signatures

/s/John B. Schulze 12/14/2005

\*\*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"), as of October 31, 2005, exempt under Rule 16b-3(c).
- (2) IRA account for benefit of reporting person.
- (3) IRA account for benefit of wife.

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- (4) Exercisable over three years as follows; one-third on March 1, 1997; one-third on March 1, 1998; and one-third on March 1, 1999, with the number of shres vested in each year rounded to the nearest whole share.
- (5) Exercisable over three years as follows: one-third on February 27, 1998; one-third on February 27, 1999; and one-third on February 27, 2000, with the number of shares vested in each year rounded to the nearest whole share.
- (6) Exercisable over three years as follows: one-third on February 26, 1999; one-third on February 26, 2000; and one-third on February 26, 2001 with the number of shares vested in each year rounded to the nearest whole share.

### **Remarks:**

Form 2 of 2

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