

Knutson Ronald J
 Form 4
 January 10, 2018

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 *
 Knutson Ronald J

2. Issuer Name and Ticker or Trading Symbol
 LAWSON PRODUCTS
 INC/NEW/DE/ [LAWS]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 EVP CFO Controller & Treasurer

(Last) (First) (Middle)
 C/O LAWSON PRODUCTS,
 INC., 8770 WEST BRYN MAWR
 AVENUE, SUITE 900
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 01/08/2018

CHICAGO, IL 60631
 (City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)

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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
Stock Performance Rights	\$ 24.7	01/08/2018		A		8,742 <u>(1)</u>		12/31/2020	12/31/2025	Common Stock	8,742
Market Stock Units	\$ 0	01/08/2018		A		10,451 <u>(2) (3)</u>		12/31/2020	12/31/2020	Common Stock	10,451
Restricted Stock Units	\$ 0	01/08/2018		A		4,341 <u>(4)</u>		12/31/2020	12/31/2020	Common Stock	4,341

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Knutson Ronald J C/O LAWSON PRODUCTS, INC. 8770 WEST BRYN MAWR AVENUE, SUITE 900 CHICAGO, IL 60631				EVP CFO Controller & Treasurer

Signatures

/s/ Neil E. Jenkins, 01/10/2018
 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) Represents the right to receive cash in an amount equal to the appreciation in the common stock above the exercise price at the date the reporting person exercises the right.
- (2) Represents the right to receive an amount of shares of common stock, up to the amount set forth in the table, based upon the appreciation of the common stock from the grant date to December 31, 2020.
- (3) Holder is required to hold 100% of the restricted stock that vests, net of taxes, until December 31, 2022.
- (4) Represents the right to receive shares of common stock at the exercise date in an amount equal to the number of restricted stock units.

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.