

SCHULZE JOHN B
Form 4
January 31, 2006

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)

01/27/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| COMMON STOCK | | | | | 30 | I | See Footnote (1) |
| COMMON STOCK | | | | | 1,100 | I | See Footnote (2) |
| COMMON STOCK | | | | | 700 | I | See Footnote (3) |
| COMMON STOCK | 01/27/2006 | | M | | 5,000 | A | \$ 255,335 |

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| | | | | | | | |
|--------------|------------|---|---------|---|----------|---------|---|
| STOCK | | | | | | 6.938 | |
| COMMON STOCK | 01/27/2006 | M | 100,000 | A | \$ 4.1 | 355,335 | D |
| COMMON STOCK | 01/27/2006 | M | 45,000 | A | \$ 3.44 | 400,335 | D |
| COMMON STOCK | 01/27/2006 | S | 1,000 | D | \$ 27.7 | 399,335 | D |
| COMMON STOCK | 01/27/2006 | S | 1,000 | D | \$ 27.6 | 398,335 | D |
| COMMON STOCK | 01/27/2006 | S | 2,000 | D | \$ 27.55 | 396,335 | D |
| COMMON STOCK | 01/27/2006 | S | 2,000 | D | \$ 27.45 | 394,335 | D |
| COMMON STOCK | 01/27/2006 | S | 500 | D | \$ 27.4 | 393,835 | D |
| COMMON STOCK | 01/27/2006 | S | 2,000 | D | \$ 27.35 | 391,835 | D |
| COMMON STOCK | 01/27/2006 | S | 1,000 | D | \$ 27.3 | 390,835 | D |
| COMMON STOCK | 01/27/2006 | S | 1,500 | D | \$ 27.25 | 389,335 | D |
| COMMON STOCK | 01/27/2006 | S | 1,500 | D | \$ 27.24 | 387,835 | D |
| COMMON STOCK | 01/27/2006 | S | 2,500 | D | \$ 27.18 | 385,335 | D |
| COMMON STOCK | 01/27/2006 | S | 1,000 | D | \$ 27.16 | 384,335 | D |
| COMMON STOCK | 01/27/2006 | S | 2,500 | D | \$ 27.15 | 381,835 | D |
| COMMON STOCK | 01/27/2006 | S | 4,000 | D | \$ 27.13 | 377,835 | D |
| COMMON STOCK | 01/27/2006 | S | 6,000 | D | \$ 27.12 | 371,835 | D |
| COMMON STOCK | 01/27/2006 | S | 1,000 | D | \$ 27.11 | 370,835 | D |
| COMMON STOCK | 01/27/2006 | S | 16,500 | D | \$ 27.1 | 354,335 | D |
| COMMON STOCK | 01/27/2006 | S | 1,000 | D | \$ 27.05 | 353,335 | D |
| COMMON STOCK | 01/27/2006 | S | 400 | D | \$ 27.04 | 352,935 | D |

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| | | | | | | | |
|--------------|------------|---|--------|---|----------|---------|---|
| COMMON STOCK | 01/27/2006 | S | 3,000 | D | \$ 27.03 | 349,935 | D |
| COMMON STOCK | 01/27/2006 | S | 7,600 | D | \$ 27.02 | 342,335 | D |
| COMMON STOCK | 01/27/2006 | S | 3,500 | D | \$ 27.01 | 338,835 | D |
| COMMON STOCK | 01/27/2006 | S | 17,500 | D | \$ 27 | 321,335 | D |
| COMMON STOCK | 01/27/2006 | S | 6,000 | D | \$ 26.99 | 315,335 | D |
| COMMON STOCK | 01/27/2006 | S | 1,000 | D | \$ 26.98 | 314,335 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Number of Shares |
| Stock Option (Right to Buy Common Stock) | \$ 6.938 | 01/27/2006 | | M | 5,000 | 02/26/1999 ⁽⁴⁾ 02/26/2008 | Common Stock 5,000 |
| Stock Option (Right to Buy Common Stock) | \$ 4.1 | 01/27/2006 | | M | 100,000 | 02/20/2003 ⁽⁵⁾ 02/20/2012 | Common Stock 100,000 |
| Stock Option (Right to Buy Common Stock) | \$ 3.44 | 01/27/2006 | | M | 45,000 | 02/18/2004 ⁽⁶⁾ 02/18/2013 | Common Stock 45,000 |

Buy
Common
Stock)

Reporting Owners

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

Signatures

/s/John B. Schulze 01/31/2006

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 December 31, 2005, exempt under Rule 16b-3(c).
- (2) IRA account for benefit of reporting person.
- (3) IRA account for benefit of wife.
- (4) 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.
- (5) Exercisable over three years as follows: one-third on February 20, 2003; one-third on February 20, 2004; and one-third on February 20, 2005, with number of shares vested in each year rounded to the nearest whole share.
- (6) Exercisable over three years as follows: one-third on February 18, 2004; one-third on February 18, 2005; and one-third on February 18, 2006, with number of shares vested in each year rounded to the nearest whole share.

Remarks:

Form 1 of 2

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.