

JAYHAWK INSTITUTIONAL PARTNERS LP

Form 4/A

August 23, 2007

**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 \*  
JAYHAWK INSTITUTIONAL PARTNERS LP

(Last) (First) (Middle)

5410 WEST 61ST PLACE, SUITE 100

(Street)

MISSION, KS 66205

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LSB INDUSTRIES INC [LXU]

3. Date of Earliest Transaction (Month/Day/Year)  
08/21/2007

4. If Amendment, Date Original Filed(Month/Day/Year)  
08/16/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director  10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

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)	Amount or Price		
Common Stock	08/21/2007 <sup>(1)</sup>		C	V	349,220	A	<u>2</u> 2,215,288 <sup>(3)</sup> D

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

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SEC 1474 (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 Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Class C Preferred Series 2	(4)	08/21/2007(1)		C	80,670	(4) (4)	Common Stock	349,220

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JAYHAWK INSTITUTIONAL PARTNERS LP 5410 WEST 61ST PLACE SUITE 100 MISSION, KS 66205			X	

## Signatures

/s/ Kent C. McCarthy, Manager of Jayhawk Capital Management, L.L.C., its general partner 08/23/2007

\*\*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) The transaction date was reported as August 14, 2007 in the reporting person's previous Form 4 filed on August 16, 2007. However, the effective date of the transaction was actually August 21, 2007.
- (2) The reporting person converted 80,670 shares of \$3.25 Convertible Exchangeable Class C Preferred Stock, Series 2 ("Class C Preferred Series 2 Stock") on August 21, 2007 into 349,220 shares of common stock in accordance with the terms of the Class C Preferred Series 2 Stock.
- (3) The amount of securities beneficially owned by the reporting person following the transaction was reported in the reporting person's previous Form 4 filed on August 16, 2007 as 2,074,248. However, the actual amount of securities beneficially owned by the reporting person following the transaction was 2,215,288.
- (4) Each share of the Class C Preferred Series 2 Stock was convertible into 4.329 shares of common stock at any time, and had no expiration date.

### Remarks:

This Form 4 is filed by Jayhawk Institutional Partners, L.P. (Jayhawk Institutional"). Form 4s reporting the transactions herein were also filed by Kent C. McCarthy, and by Jayhawk Capital Management, L.L.C. ("Jayhawk Capital"). Mr. McCarthy is the manager of Jayhawk Capital, which is the general partner and manager of Jayhawk Institutional.

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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