LAMSON & SESSIONS CO

Form 4/A March 03, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287 Number:

Expires:

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, 2005 Estimated average

0.5

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ABEL JAMES J			2. Issuer Name and Ticker or Trading Symbol LAMSON & SESSIONS CO [LMS]			I	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				(Check all applicable)			
THE LAMSON & SESSIONS CO., 25701 SCIENCE PARK DRIVE			(Month/Day/Year) 02/23/2005			_	_X_ Director 10% Owner Specify below) Other (specify below) Exec. VP, Sec., Treas. & CFO			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year) 02/25/2005			A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELAND, OH 44122							- F	Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table	I - Non-De	erivative Se	ecuriti	es Acqui	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y	ear) Execu any	eemed tion Date, if h/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or(A) or Di (Instr. 3, 4)	sposed	of (D)	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	02/23/2005			M	36,000	A	\$ 5.813	97,164	D (1)	
COMMON STOCK								9,440	I	See Footnote
COMMON STOCK								98,163	I	See Footnote

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

(3)

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Exec. VP, Sec., Treas. & CFO

SEC 1474 (9-02)

8. P Der Sec (Ins

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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	\$ 5.813	02/23/2005		M	36,000	<u>(4)</u>	<u>(5)</u>	Common Stock	36,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

ABEL JAMES J

Stock)

THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE

CLEVELAND, OH 44122

Signatures

/s/ Aileen Liebertz, Attorney-in-Fact for James J.
Abel 03/03/2005

**Signature of Reporting Person Date

X

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).
- Total includes shares distributed to Reporting Person from the Trust under The Lamson & Sessions Co. Deferred Compensaton Plan for (1) Executive Officers (the "Trust") as of February 23, 2005. Total also includes 1,888 restricted shares (grant previously reported) vesting on February 18, 2006.
- (2) Held by the Trust prsuant to the Deferred Compensation Plan for Executive Officers a 16b-3 Plan as of February 23, 2005.

(3)

Reporting Owners 2

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Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan") as of December 31, 2004, exempt under Rule 16b-3(c).

- Grant to Reporting Person of option to buy 36,000 shares of the Company's Common Stock, exercisable after February 23, 1996 and then only as follows: one-third when the Company's Common Stock price reaches \$6.90; one-third when the Company's Common Stock price reaches \$9.20.
- (5) Stock Option Expiration Date is end of business day on Februar 23, 2005.

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.