

LYDALL INC /DE/

Form 4

April 29, 2010

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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 \*  
**HAMMETT SUZANNE**

(Last) (First) (Middle)

**C/O LYDALL, INC., ONE  
COLONIAL ROAD**

(Street)

**MANCHESTER, CT 06042**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**LYDALL INC /DE/ [LDL]**

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

**04/28/2010**

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)

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             |                                      | (A)<br>or<br>(D)                                                           |                                                                                                                    |                                                                      |                                                                   |
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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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)**

| 1. Title of<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of Derivative<br>Securities | 6. Date Exercisable and Expiration<br>Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------|
|                                       |                              |                                         |                                         |                        |                                          |                                                                |                                                                  |

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| (Instr. 3)       | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) |       |     |                           |                           |                 |                                        |  |
|------------------|------------------------------------|------------------|------------|---------------------------------------------------------------------|-------|-----|---------------------------|---------------------------|-----------------|----------------------------------------|--|
|                  |                                    |                  | Code       | V                                                                   | (A)   | (D) | Date Exercisable          | Expiration Date           | Title           | Amount<br>or<br>Number<br>of<br>Shares |  |
| Option<br>to Buy | \$ 8.65                            | 04/28/2010       | A          |                                                                     | 325   |     | 04/28/2011 <sup>(1)</sup> | 04/27/2020 <sup>(2)</sup> | Common<br>Stock | 325                                    |  |
| Option<br>to Buy | \$ 8.65                            | 04/28/2010       | A          |                                                                     | 3,000 |     | 04/28/2011 <sup>(3)</sup> | 04/27/2020 <sup>(4)</sup> | Common<br>Stock | 3,000                                  |  |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships |           |         |       |
|----------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                  | Director      | 10% Owner | Officer | Other |
| HAMMETT SUZANNE<br>C/O LYDALL, INC.<br>ONE COLONIAL ROAD<br>MANCHESTER, CT 06042 |               |           | X       |       |

## Signatures

Paul G. Igoe, Attorney-in-fact for Suzanne Hammett

04/29/2010

\_\_\_\_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).

Non-qualified stock options granted under the Amended and Restated Lydall 2003 Stock Incentive Compensation Plan. These options are

(1) granted automatically on the date of the Annual Meeting of Shareholders to each person then serving as an Outside Director of the Issuer and become exercisable in three equal installments commencing on the first anniversary of the date of grant.

(2) Options are exercisable until the earlier of ten years from date of grant or a period of three years from the date on which such person ceases to be a Director of the Issuer.

Non-qualified stock options granted under the Amended and Restated Lydall 2003 Stock Incentive Compensation Plan. These options are

(3) granted automatically on the date of the Annual Meeting of Shareholders to each person then serving as an Outside Director of the Issuer and become exercisable in four equal annual installments commencing as of the first anniversary of the date of grant.

(4) Options are exercisable until the earlier of ten years from date of grant or a period of three months from the date such person ceases to be a Director of the Issuer (for any reason other than death).

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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