

ABEL JAMES J
Form 5
January 31, 2003

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

| | | |
|---|--|--|
| <p>1. Name and Address of Reporting Person*</p> <p>Abel James J.</p> <hr/> <p><i>(Last) (First) (Middle)</i></p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>The Lamson & Sessions Co. LMS</p> <hr/> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <hr/> |
| <p>The Lamson & Sessions Co. 25701 Science Park Drive</p> <hr/> <p><i>(Street)</i></p> | <p>4. Statement for Month/Year</p> <p>December 2002</p> <hr/> | <p>5. If Amendment, Date of Original (Month/Year)</p> <hr/> |
| <p>Cleveland, Ohio 44122</p> <hr/> <p><i>(City) (State) (Zip)</i></p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <i>(give title below)</i></p> | <p>7. Individual or Joint/Group Reporting (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/></p> |

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Other (*specify below*)
Executive Vice President,
Secretary, Treasurer and Chief
Financial Officer

Form filed by More
than One Reporting
Person

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security <i>(Instr. 3)</i> | 2. Transaction Date <i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 3. Transaction Code <i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|---|--|--|--|---|--|--|---|
|---|--|--|--|---|--|--|---|

(A)
or
Amount (D) Price

| | | | | | | | |
|--------------|--|--|--|--|--------|---|-----|
| COMMON STOCK | | | | | 73,746 | I | (1) |
| COMMON STOCK | | | | | 26,978 | D | (2) |
| COMMON STOCK | | | | | 48,252 | I | (3) |

- (1) Held under The Lamson & Sessions Co. Deferred Savings Plan (i.e., 401-K Plan) as of December 31, 2002, exempt under Rule 16b-3(c). Adjusted to reflect acquisitions since reporting person's last report.
- (2) Total includes 5,264 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, on February 23, 2003 and February 21, 2004 of 2,309 and 2,955 common shares, respectively.

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(3) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of December 31, 2002.

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**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) | |
|---|--|---|---|-----------------------------------|---|-----|
| | | | | | (A) | (D) |
| STOCK OPTION (Right to Buy Common Stock) | \$4.100 | 02/20/02 | | A*** V | 40,000 | |
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Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

| 6. Date Exercisable and Expiration Date <i>(Month/Day/Year)</i> | 7. Title and Amount of Underlying Securities <i>(Instr. 3 and 4)</i> | 8. Price of Derivative Security <i>(Instr. 5)</i> | 9. Number of Derivative Securities Beneficially Owned at End of Year <i>(Instr. 4)</i> | 10. Ownership of Derivative Security: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 11. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|--|---|--|---|---|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |
| *** | 02/20/12 | COMMON STOCK | 40,000 | 40,000 | D |
| | | | | | |
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Explanation of Responses:

*** Grant to reporting person of option to buy 40,000 shares of the Company's Common Stock, 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.

/s/ James J. Abel

1/22/2003

 **Signature of Reporting Person

 Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
 If space provided is insufficient, *see* Instruction 6 for procedure.

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