

SUTTERER NORMAN P
Form 4/A
August 22, 2006

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
SUTTERER NORMAN P

2. Issuer Name and Ticker or Trading Symbol
LAMSON & SESSIONS CO [LMS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)

THE LAMSON & SESSIONS
CO., 25701 SCIENCE PARK
DRIVE

(Street)

CLEVELAND, OH 44122

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2006

____ Director
 Officer (give title below) _____ Other (specify below)
Senior Vice President

4. If Amendment, Date Original Filed(Month/Day/Year)
03/14/2006

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| COMMON STOCK | 03/10/2006 | | S | 400 | D \$ 23.37 | 11,695 | D ⁽¹⁾ |
| COMMON STOCK | 03/10/2006 | | S | 700 | D \$ 23.36 | 10,995 | D ⁽¹⁾ |
| COMMON STOCK | 03/10/2006 | | S | 200 | D \$ 23.26 | 10,795 | D ⁽¹⁾ |
| COMMON STOCK | 03/10/2006 | | S | 400 | D \$ 23.02 | 10,395 | D ⁽¹⁾ |
| COMMON STOCK | 03/10/2006 | | S | 200 | D \$ 23.01 | 10,195 | D ⁽¹⁾ |

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| | | | | | | | |
|--------------|------------|---|-----|---|----------|-------|--------------|
| COMMON STOCK | 03/10/2006 | S | 300 | D | \$ 22.98 | 9,895 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200 | D | \$ 22.91 | 9,695 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 400 | D | \$ 22.9 | 9,295 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 600 | D | \$ 22.89 | 8,695 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 300 | D | \$ 22.88 | 8,395 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 500 | D | \$ 22.86 | 7,895 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 100 | D | \$ 22.85 | 7,795 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 700 | D | \$ 22.84 | 7,095 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 100 | D | \$ 22.83 | 6,995 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 400 | D | \$ 22.79 | 6,595 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 700 | D | \$ 22.76 | 5,895 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 300 | D | \$ 22.74 | 5,595 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200 | D | \$ 22.68 | 5,395 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200 | D | \$ 22.46 | 5,195 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200 | D | \$ 22.33 | 4,995 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 300 | D | \$ 22.28 | 4,695 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200 | D | \$ 22.26 | 4,495 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200 | D | \$ 22.17 | 4,295 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 100 | D | \$ 22.07 | 4,195 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200 | D | \$ 22.05 | 3,995 | D <u>(1)</u> |
| | 03/10/2006 | S | 200 | D | \$ 21.98 | 3,795 | D <u>(1)</u> |

COMMON STOCK

| | | | | | | | | | |
|--------------|------------|--|---|-------|---|------------|--------|---|------------------|
| COMMON STOCK | 03/10/2006 | | A | 1,108 | A | \$ 22.8776 | 5,124 | I | See Footnote (2) |
| COMMON STOCK | | | | | | | 14,525 | I | See Footnote (3) |

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.

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 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) | | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------|-----------------|-------|----------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy Common Stock) | \$ 4.1 | 03/10/2006 | | M | 20,000 | 02/20/2003 ⁽⁴⁾ | 02/20/2012 | Common Stock | 20,000 | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SUTTERER NORMAN P
THE LAMSON & SESSIONS CO.
25701 SCIENCE PARK DRIVE
CLEVELAND, OH 44122

Senior Vice President

Signatures

/s/ Aileen Liebertz Attorney-in-Fact for Norman P.
Sutterer

08/22/2006

__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).
Total includes 297 and 175 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, vesting on
(1) February 17, 2008 and February 16, 2009, respectively. Total also reflects 1,800 shares of restricted stock, vesting on February 16, 2012, but subject to acceleration, based on performance.
(2) Held in Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of March 10, 2006.
(3) Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan"), exempt under Rule 16b-3(c). Total adjusted to reflect ongoing acquisitions under the 401(k) Plan since Reporting Person's last report.
(4) 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.

Remarks:

Form 2 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.
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