

CATANI ALBERT J II  
 Form 4/A  
 February 03, 2006

**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 \*  
**CATANI ALBERT J II**

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)  
**12/16/2005**  
 4. If Amendment, Date Original Filed(Month/Day/Year)  
**12/20/2005**

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
**Vice President-Manufacturing**  
 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or Price (D)   |  |   |
| COMMON STOCK                    | 12/16/2005                           |  | M                              |   | 6,600 A \$ 3.44   | 8,840  | D   |
| COMMON STOCK                    | 12/16/2005                           |  | M                              |   | 4,000 A \$ 6.475  | 12,840   | D   |
| COMMON STOCK                    | 12/16/2005                           |  | S                              |   | 2,000 D \$ 27.1   | 10,840   | D   |
| COMMON STOCK                    | 12/16/2005                           |  | S                              |   | 500 D \$ 27.09  | 10,340   | D   |
| COMMON STOCK                    | 12/16/2005                           |  | S                              |   | 200 D \$ 27.07  | 10,140   | D   |

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|              |            |  |   |     |   |          |        |                  |                         |
|--------------|------------|--|---|-----|---|----------|--------|------------------|-------------------------|
| COMMON STOCK | 12/16/2005 |  | S | 100 | D | \$ 27.05 | 10,040 | D                |                         |
| COMMON STOCK | 12/16/2005 |  | S | 400 | D | \$ 27    | 9,640  | D                |                         |
| COMMON STOCK | 12/16/2005 |  | S | 800 | D | \$ 26.98 | 8,840  | D                |                         |
| COMMON STOCK | 12/16/2005 |  | S | 500 | D | \$ 26.92 | 8,340  | D                |                         |
| COMMON STOCK | 12/16/2005 |  | S | 100 | D | \$ 26.89 | 8,240  | D                |                         |
| COMMON STOCK | 12/16/2005 |  | S | 600 | D | \$ 26.86 | 7,640  | D                |                         |
| COMMON STOCK | 12/16/2005 |  | S | 300 | D | \$ 26.84 | 7,340  | D                |                         |
| COMMON STOCK | 12/16/2005 |  | S | 200 | D | \$ 26.63 | 7,140  | D                |                         |
| COMMON STOCK | 12/16/2005 |  | S | 100 | D | \$ 26.56 | 7,040  | D                |                         |
| COMMON STOCK | 12/16/2005 |  | S | 800 | D | \$ 26.5  | 6,240  | D <sup>(1)</sup> |                         |
| COMMON STOCK |            |  |   |     |   |          | 3,702  | I                | See Footnote <u>(2)</u> |
| COMMON STOCK |            |  |   |     |   |          | 1,188  | I                | See Footnote <u>(3)</u> |

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Title   |

|  |          |            |   |       |                           | Expiration Date |              |   |
|--|----------|------------|---|-------|---------------------------|-----------------|--------------|---|
| Stock Option (Right-to-Buy Common Stock) | \$ 3.44  | 12/16/2005 | M | 6,600 | 02/18/2004 <sup>(4)</sup> | 02/18/2013      | Common Stock | 6 |
| Stock Option (Right-to-Buy Common Stock) | \$ 6.475 | 12/16/2005 | M | 4,000 | 04/30/2005 <sup>(5)</sup> | 04/30/2014      | Common Stock | 4 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| CATANI ALBERT J II<br>THE LAMSON & SESSIONS CO.<br>25701 SCIENCE PARK DRIVE<br>CLEVELAND, OH 44122 |               |           | Vice President-Manufacturing |       |

## Signatures

/s/ Aileen Liebertz, Attorney-in-Fact for Albert J. Catani, II

02/03/2006

\_\_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).
- (1) Total also includes 740 restricted shares (grant previously reported) vesting on February 18, 2006.
- (2) Held by the Trust pursuant to the Deferred Compensation Plan for Executive Officers - a 16b-3 Plan as of December 31, 2005.
- (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 18, 2004; one-third on February 18, 2005; and one-third on February 18, 2006, with number of shares vested in each year rounded to the nearest whole share.
- (5) Exercisable over three years as follows; one-third on April 30, 2005; one-third on April 30, 2006; and one-third on April 30, 2007, with number of shares vested in each year rounded to the nearest whole share.

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.