

LYDALL INC /DE/  
Form 4/A  
August 08, 2013

**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 \*  
**GILES MARC T**

(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)  
**08/07/2013**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**08/06/2013**

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 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	08/07/2013		J(1)	5,200 A 11	23,379	D	
Common Stock	08/07/2013		J(1)	4,800 A 11	28,179	D	

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

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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 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GILES MARC T C/O LYDALL, INC. ONE COLONIAL ROAD MANCHESTER, CT 06042		X		

## Signatures

Chad A. McDaniel, Attorney-in-fact for Marc T. Giles  
 \_\_\_\_\_ 08/08/2013  
 \*\*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) On August 2, 2013, the Reporting Person contracted to sell 10,000 shares (the "Shares") of the Issuer's common stock (the "Transaction") in an open market transaction in a sale to be made pursuant to Commission Rule 144. The transaction was mistakenly executed, over the course of two business days, because the bank taking the order (the "Bank") failed to transmit SEC Form 144 for filing with the Commission concurrently with the Reporting Person's placing the order to execute the Transaction. On August 7, 2013, the Bank broke this trade through its error account and rescinded the Transaction. Because the Transaction was effected by mistake, the Form 4 filed on August 6, 2013 to report the two-part Transaction was not required to be filed. This amendment to the August 6, 2013 Form 4 is being filed only to report the rescission of the Transaction and the fact that the Shares reportedly sold on August 2, 2013 and August 5, 2013 were, in fact, not sold.

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.