

LYDALL INC /DE/  
Form 4  
August 09, 2016

**FORM 4**

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

OMB APPROVAL

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**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 \*  
LAUGHLAN JAMES V

(Last) (First) (Middle)

C/O LYDALL, INC., ONE  
COLONIAL ROAD, P.O. BOX 151

(Street)

MANCHESTER, CT 06045-0151

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
LYDALL INC /DE/ [LDL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/05/2016

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)  
VP, CAO & Treasurer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 08/05/2016                           |  | M                              | A   | 1,125<br>(1) \$ 7.8   | 27,865   | D   |
| Common Stock                    | 08/05/2016                           |  | M                              | A   | 2,750<br>(2) \$ 8.94  | 30,615   | D   |
| Common Stock                    | 08/05/2016                           |  | M                              | A   | 2,250<br>(3) \$ 13.29   | 32,865   | D   |
| Common Stock                    | 08/05/2016                           |  | S                              | D   | \$ 45.7991<br>(4)   | 26,740   | D   |
| Common Stock                    | 08/05/2016                           |  | S                              | D   | \$ 45.5   | 20,124   | D   |

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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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option Right to Buy                  | \$ 7.8   | 08/05/2016                           |  | M                              | 1,125   | 12/09/2011 12/08/2020                                    | Common Stock  | 1,125                         |
| Stock Option Right to Buy                  | \$ 8.94  | 08/05/2016                           |  | M                              | 2,750   | 12/19/2012 12/18/2021                                    | Common Stock  | 2,750                         |
| Stock Option Right to Buy                  | \$ 13.29   | 08/05/2016                           |  | M                              | 2,250   | 12/05/2013 12/04/2022                                    | Common Stock  | 2,250                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                        |       |
|--|---------------|-----------|------------------------|-------|
|  | Director      | 10% Owner | Officer                | Other |
| LAUGHLAN JAMES V<br>C/O LYDALL, INC.<br>ONE COLONIAL ROAD, P.O. BOX 151<br>MANCHESTER, CT 06045-0151 |               |           | VP, CAO<br>& Treasurer |       |

## Signatures

Chad A. McDaniel, Attorney-in-fact for James V. Laughlan

08/09/2016

\_\_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) Represents the exercise of stock options granted on December 9, 2010 at an exercise price of \$7.80 under the Issuer's Amended and Restated 2003 Stock Incentive Compensation Plan.
- (2) Represents the exercise of stock options granted on December 19, 2011 at an exercise price of \$8.94 under the Issuer's Amended and Restated 2003 Stock Incentive Compensation Plan.
- (3) Represents the exercise of stock options granted on December 5, 2012 at an exercise price of \$13.29 under the Issuer's 2012 Stock Incentive Plan.

The price reported is the weighted average of all the shares sold on August 5, 2016. The shares were sold at varying prices ranging from

- (4) \$45.50 to \$46.28 The reporting person undertakes, upon request by the Staff of the Securities and Exchange Commission, the issuer, or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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.