

HENNON CHARLES W  
Form 4  
February 21, 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 \*  
HENNON CHARLES W

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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2006

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Vice Pres. & CIO

CLEVELAND, OH 44122

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	02/16/2006		A <sup>(1)</sup>	1,100 A \$ 0	15,758	D <sup>(1)</sup>	
COMMON STOCK					1,172	I	See Footnote <u>(2)</u>
COMMON STOCK					13	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 (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)
Stock Appreciation Rights	\$ 28.9	02/16/2006		A	3,100	02/16/2007 <sup>(4)</sup> 02/16/2016	Common Stock 3,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HENNON CHARLES W THE LAMSON & SESSIONS CO. 25701 SCIENCE PARK DRIVE CLEVELAND, OH 44122			Vice Pres. & CIO	

## Signatures

/s/ Aileen Liebertz Aileen Liebertz, Attorney-in-Fact for Charles W. Hennon  
 \*\*Signature of Reporting Person Date  
 02/21/2006

## 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 includes 234 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, vesting on February 17, 2008. Total reflects 1,100 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 February 21, 2006.
- (3) Held under The Lamson & Sessions Co. Deferred Savings Plan (i.e., 401-K Plan), exempt under Rule 16b-3(c). Adjusted to reflect acquisitions since reporting person's last report
- (4)

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The Stock Appreciation Rights are exercisable over three (3) years as follows: one-third on February 16, 2007; one-third on February 16, 2008; and one-third on February 16, 2009, 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.