LYDALL INC /DE/ Form 4

December 08, 2011

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Igoe Paul Gerard

(Zip)

(First) (Middle)

C/O LYDALL, INC., ONE

COLONIAL ROAD

(Street)

(State)

2. Issuer Name and Ticker or Trading

Symbol

LYDALL INC /DE/ [LDL]

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

12/07/2011

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB APPROVAL

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

below)

VP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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

Issuer

MANCHESTER, CT 06042

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities Acquired 5. Amount of Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

(A)

Beneficially Owned Following Reported Transaction(s)

Securities

(D) or Indirect (I) (Instr. 4)

D

Form: Direct Indirect Beneficial Ownership (Instr. 4)

(9-02)

6. Ownership 7. Nature of

or Code V Amount (D)

(Instr. 3 and 4) Price

Common 12/07/2011 Stock

F 663 (1) D 8.69

 $29,169^{(2)}$

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Igoe Paul Gerard C/O LYDALL, INC. ONE COLONIAL ROAD MANCHESTER, CT 06042

VP, Gen. Counsel & Secretary

Signatures

Paul G. Igoe 12/08/2011

**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).
- In conjunction with the vesting on December 7, 2011 of 2,000 performance shares from the Performance Share Award granted on

 (1) December 11, 2009 and certified on February 24, 2011, 663 shares of common stock were surrendered to satisfy tax obligations of the reporting person.
- (2) Includes: (i) 2,500unvested shares subject to time-based restricted stock awards and (ii) 23,500 unvested shares subject to a performance-based restricted stock award.

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.

Reporting Owners 2