LYDALL INC /DE/ Form 4

December 08, 2011

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

January 31, Expires: 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

SECURITIES

Estimated average burden hours per response... 0.5

may continue. See Instruction

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

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * BARNHART DALE G

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) (Middle) LYDALL INC /DE/ [LDL]

(Check all applicable)

C/O LYDALL, INC., ONE

(Street)

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

12/07/2011

_X__ Director X_ Officer (give title

10% Owner _ Other (specify

COLONIAL ROAD, P.O. BOX 151

4. If Amendment, Date Original

President & CEO 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

MANCHESTER, CT 06045-0151

(City)	(State) (Z	Zip) Table	e I - Non-D	erivative (Securi	ities Acq	quired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/07/2011		F	6,233 (1)	D	\$ 8.69	204,497	D	
Common Stock	12/07/2011		F	829 (2)	D	\$ 8.69	203,668	D	
Common Stock	12/07/2011		F	829 (3)	D	\$ 8.69	202,839 (4)	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control

Edgar Filing: LYDALL INC /DE/ - Form 4

number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amour	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr. :	3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									Amount		
						Date	Expiration		or Name la sur		
						Exercisable	Date	Title Number			
				C 1 W	(A) (D)				of		
				Code V	(A) (D)			,	Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director 10% Owner Officer		Officer	Other		
BARNHART DALE G						
C/O LYDALL, INC.	X		President & CEO			
ONE COLONIAL ROAD, P.O. BOX 151	Λ		President & CEO			
MANCHESTER, CT 06045-0151						

Signatures

Paul G. Igoe, Attorney-in-fact, for Dale G.
Barnhart
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 18,800 performance shares from the Performance Share Award granted on 1). December 11, 2009 and certified on February 24, 2011, 6,233 shares of common stock were surrendered to satisfy tax obligations of
- (1) December 11, 2009 and certified on February 24, 2011, 6,233 shares of common stock were surrendered to satisfy tax obligations of the reporting person.
- (2) In conjunction with the vesting on December 7, 2011 of 2,500 shares of restricted stock from the Restricted Stock Award granted on December 3, 2007, 829 shares of common stock were surrendered to satisfy tax obligations of the reporting person.
- (3) In conjunction with the vesting on December 7, 2011 of 2,500 shares of restricted stock from the Restricted Stock Award granted on December 9, 2008, 829 shares of common stock were surrendered to satisfy tax obligations of the reporting person.
- (4) Includes: (i) 2,500 unvested shares subject to time-based restricted stock awards and (ii) 159,600 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