

SUTTERER NORMAN P  
Form 4/A  
August 22, 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 \*  
SUTTERER NORMAN P

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)  
03/10/2006

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior Vice President

CLEVELAND, OH 44122

4. If Amendment, Date Original Filed(Month/Day/Year)  
03/14/2006

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| COMMON STOCK                    | 03/10/2006                           |  | M                              | 20,000 A \$ 4.1   | 23,795  | D  | (1)  |
| COMMON STOCK                    | 03/10/2006                           |  | S                              | 200 D \$ 23.88  | 23,595  | D  | (1)  |
| COMMON STOCK                    | 03/10/2006                           |  | S                              | 700 D \$ 23.87  | 22,895  | D  | (1)  |
| COMMON STOCK                    | 03/10/2006                           |  | S                              | 1,100 D \$ 23.86  | 21,795  | D  | (1)  |
| COMMON STOCK                    | 03/10/2006                           |  | S                              | 500 D \$ 23.85  | 21,295  | D  | (1)  |

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|              |            |   |       |   |          |        |              |
|--------------|------------|---|-------|---|----------|--------|--------------|
| COMMON STOCK | 03/10/2006 | S | 300   | D | \$ 23.84 | 20,995 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 300   | D | \$ 23.8  | 20,695 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 600   | D | \$ 23.79 | 20,095 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 500   | D | \$ 23.77 | 19,595 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 500   | D | \$ 23.76 | 19,095 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 400   | D | \$ 23.71 | 18,695 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 300   | D | \$ 23.7  | 18,395 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200   | D | \$ 23.67 | 18,195 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200   | D | \$ 23.66 | 17,995 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200   | D | \$ 23.59 | 17,795 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 100   | D | \$ 23.57 | 17,695 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 300   | D | \$ 23.56 | 17,395 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 700   | D | \$ 23.55 | 16,695 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 600   | D | \$ 23.54 | 16,095 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 1,000 | D | \$ 23.53 | 15,095 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 800   | D | \$ 23.52 | 14,295 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 1,100 | D | \$ 23.51 | 13,195 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 400   | D | \$ 23.5  | 12,795 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200   | D | \$ 23.49 | 12,595 | D <u>(1)</u> |
| COMMON STOCK | 03/10/2006 | S | 200   | D | \$ 23.48 | 12,395 | D <u>(1)</u> |
|              | 03/10/2006 | S | 100   | D | \$ 23.47 | 12,295 | D <u>(1)</u> |

|              |            |  |   |       |   |            |        |              |                         |
|--------------|------------|--|---|-------|---|------------|--------|--------------|-------------------------|
| COMMON STOCK |            |  |   |       |   |            |        |              |                         |
| COMMON STOCK | 03/10/2006 |  | S | 100   | D | \$ 23.46   | 12,195 | D <u>(1)</u> |                         |
| COMMON STOCK | 03/10/2006 |  | S | 100   | D | \$ 23.4    | 12,095 | D <u>(1)</u> |                         |
| COMMON STOCK | 03/10/2006 |  | A | 1,108 | A | \$ 22.8776 | 5,124  | I            | See Footnote <u>(2)</u> |
| COMMON STOCK |            |  |   |       |   |            | 14,525 | 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 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) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title   | Amount or Number of Shares |
| Stock Option (Right to Buy Common Stock)   | \$ 4.1   | 03/10/2006                           |  | M                              | 20,000  | 02/20/2003 <sup>(4)</sup> 02/20/2012                     | Common Stock  | 20,000                     |

## Reporting Owners

| Reporting Owner Name / Address                 | Relationships |           |                       |       |
|--|---------------|-----------|-----------------------|-------|
|  | Director      | 10% Owner | Officer               | Other |
| SUTTERER NORMAN P<br>THE LAMSON & SESSIONS CO. |               |           | Senior Vice President |       |

25701 SCIENCE PARK DRIVE  
CLEVELAND, OH 44122

## Signatures

/s/ Aileen Liebertz Attorney-in-Fact for Norman P.  
Sutterer

08/22/2006

\_\_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).  
Total includes 297 and 175 restricted shares, exempt under Rule 16b-3(d)(1), held by issuer until 3-year vesting period, vesting on  
(1) February 17, 2008 and February 16, 2009, respectively. Total also reflects 1,800 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 March 10, 2006.  
(3) Held under The Lamson & Sessions Co. Deferred Savings Plan (the "401(k) Plan"), exempt under Rule 16b-3(c). Total adjusted to reflect ongoing acquisitions under the 401(k) Plan since Reporting Person's last report.  
(4) Exercisable over three years as follows: one-third on February 20, 2003; one-third on February 20, 2004; and one-third on February 20, 2005, with number of shares vested in each year rounded to the nearest whole share.

### Remarks:

Form 1 of 2

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.