LYDALL INC /DE/ Form 4

August 27, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

OMB APPROVAL

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(Print or Type Responses)

1(b).

(Last)

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

(Middle)

(First)

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

(Street)

2. Issuer Name and Ticker or Trading Symbol

LYDALL INC /DE/ [LDL]

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

08/25/2014

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

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

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

President & CEO

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

Person

MANCHESTER, CT 06045-0151

(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. Securit on(A) or Di (Instr. 3,	sposed	of (D)	5. Amount of 6. Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	08/25/2014		Code V	Amount 2,300	or (D)	Price	Transaction(s) (Instr. 3 and 4)	D	
Stock	08/23/2014		M	<u>(1)</u>	A	\$ 8.94	252,299	D	
Common Stock	08/25/2014		S	2,300	D	\$ 28.02 (2)	249,999	D	
Common Stock	08/26/2014		M	26,200 (1)	A	\$ 8.94	276,199	D	
Common Stock	08/26/2014		S	26,200	D	\$ 27.43 (3)	249,999	D	
	08/27/2014		M		A	\$ 8.94	257,599	D	

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Common Stock			7,600 (1)				
Common Stock	08/27/2014	S	7,600	D	\$ 27.34 (4)	249,999	D

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

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SEC 1474

(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. Transactio Code (Instr. 8)			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
Common Stock	\$ 8.94 (1)	08/25/2014		M		2,300	12/19/2012	12/18/2021	Common Stock	2,300
Common Stock	\$ 8.94 (1)	08/26/2014		M		26,200	12/19/2012	12/18/2021	Common Stock	26,200
Common Stock	\$ 8.94 (1)	08/27/2014		M		7,600	12/19/2012	12/18/2021	Common Stock	7,600

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
1000	Director	10% Owner	Officer	Other			
BARNHART DALE G C/O LYDALL, INC. ONE COLONIAL ROAD, P.O. BOX 151 MANCHESTER, CT 06045-0151	X		President & CEO				
Signatures							
Chad A. McDaniel, Attorney-in-fact, for Da Barnhart	ale G.	08	3/27/2014				

Reporting Owners 2

Date

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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 non-qualified stock options granted under the Issuer's Amended and Restated 2003 Stock Incentive Compensation Plan.
- The price reported is the weighted average of all the shares sold on August 25, 2014. The shares were sold at varying prices ranging from \$27.75 to \$28.11. 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.
- The price reported is the weighted average of all the shares sold on August 26, 2014. The shares were sold at varying prices ranging from \$27.22 to \$27.75. 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.
- The price reported is the weighted average of all the shares sold on August 27, 2014. The shares were sold at varying prices ranging from \$27.28 to \$27.52. 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.