

LYDALL INC /DE/
Form 4
June 09, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
LAUGHLAN JAMES V

(Last) (First) (Middle)

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

(Street)

MANCHESTER, CT 06045-0151

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LYDALL INC /DE/ [LDL]

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

06/05/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, CAO & Treasurer

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

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)
			Code	V	Amount (A) or (D) Price		
Common Stock	06/05/2014		M		1,561 (1) A \$ 7.65	28,230	D
Common Stock	06/05/2014		M		900 (1) A \$ 10.87	29,130	D
Common Stock	06/05/2014		M		1,000 (1) A \$ 9.7	30,130	D
Common Stock	06/05/2014		M		1,000 (1) A \$ 4.64	31,130	D
Common Stock	06/05/2014		M		1,500 (1) A \$ 5.54	32,630	D

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Common Stock 06/05/2014 S 5,961 D \$ 27.6 26,669 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right to Buy	\$ 7.65	06/05/2014		M	1,561		12/07/2006 ⁽²⁾	12/06/2015	Common Stock	1,561
Stock Option Right to Buy	\$ 10.87	06/05/2014		M	900		12/07/2007 ⁽²⁾	12/06/2016	Common Stock	900
Stock Option Right to Buy	\$ 9.7	06/05/2014		M	1,000		12/03/2008 ⁽²⁾	12/02/2017	Common Stock	1,000
Stock Option Right to Buy	\$ 4.64	06/05/2014		M	1,000		12/09/2009 ⁽²⁾	12/08/2018	Common Stock	1,000
Stock Option Right to Buy	\$ 5.54	06/05/2014		M	1,500		12/11/2010 ⁽²⁾	12/10/2019	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUGHLAN JAMES V C/O LYDALL, INC. ONE COLONIAL ROAD, P.O. BOX 151 MANCHESTER, CT 06045-0151			VP, CAO & Treasurer	

Signatures

Chad A. McDaniel, Attorney-in-fact for James V.

Laughlan

06/09/2014

__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).

Represents the exercise of stock options granted on December 7, 2005; December 7, 2006; December 3, 2007; December 9, 2008 and
(1) December 11, 2009, respectively, at exercise prices of \$7.65; \$10.87; \$9.70; \$4.64 and \$5.54, respectively, under the Issuer's Amended and Restated 2003 Stock Incentive Compensation Plan.

(2) Stock Options were granted under the Issuer's Amended and Restated 2003 Stock Incentive Compensation Plan. Derivative securities became exercisable 25% per year beginning one year from the initial grant dates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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