

LAMSON & SESSIONS CO

Form 4

December 16, 2002

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- ☐ Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting Person* Hill, George R. <i>(Last) (First) (Middle)</i> Lubrizol Corporation 29400 Lakeland Blvd. - Drop 021A <i>(Street)</i>	2. Issuer Name and Ticker or Trading Symbol The Lamson & Sessions Co. LMS 	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 																
Wickliffe, Ohio 44092 <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year 12/12/2002 	5. If Amendment, Date of Original (Month/Day/Year) 																
6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <table style="width: 100%; border: none;"> <tr> <td style="width: 30px; text-align: center;">X</td> <td style="width: 100px;">Director</td> <td style="width: 30px; text-align: center;">O</td> <td style="width: 100px;">10% Owner</td> </tr> <tr> <td style="text-align: center;">O</td> <td>Officer (give title below)</td> <td style="text-align: center;">O</td> <td></td> </tr> <tr> <td style="text-align: center;">O</td> <td>Other (specify below)</td> <td></td> <td></td> </tr> </table>		X	Director	O	10% Owner	O	Officer (give title below)	O		O	Other (specify below)			7. Individual or Joint/Group Filing (Check Applicable Line) <table style="width: 100%; border: none;"> <tr> <td style="width: 30px; text-align: center;">X</td> <td>Form Filed by One Reporting Person</td> </tr> <tr> <td style="text-align: center;">O</td> <td>Form Filed by More than One Reporting Person</td> </tr> </table>	X	Form Filed by One Reporting Person	O	Form Filed by More than One Reporting Person
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O	Officer (give title below)	O																
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

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)	(A) or (D)	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 Beneficial Ownership (Instr. 4)
			Code V	Amount		Price		
Common Stock	12/12/2002		A	1,303	A	\$3.6020	14,613	I (1)
Common Stock							33,375	I (2)
Common Stock							9,342	D (3)

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

[illegible]

Table II	Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)	Continued
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6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

[illegible]

Explanation of Responses:

(1) New account as of December 2001 - Shares held in Trust pursuant to Directors Deferred Compensation Plan - a 16b-3 Plan. Transaction completed by Trustee on December 12, 2002.

(2) Balance held in Trust pursuant to Directors Deferred Compensation Plan - a 16b-3 Plan. Report of transactions through September 2002. As of December 13, 2001, began 10-year distribution, per director's election. A total of 8,342 shares were distributed, each distribution of 4,171 shares, on December 13, 2001 and June 28, 2002, respectively. These shares have been previously reported on Section 16 filings. The descending balance will continue to be held by the Trust through the 10-year distribution period.

(3) Adjusted to reflect the 8,342 shares described in Footnote (2), now held directly.

12/16/2002

Date _____

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** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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