WELSH BILL Form 4 February 08, 2006

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

WELSH BILL

Symbol LINDSAY MANUFACTURING CO

(Check all applicable)

[LNN]

(First) (Middle)

3. Date of Earliest Transaction

X Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

02/06/2006

below)

52 SPRUCE CIRCLE (Street)

4. If Amendment, Date Original

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

Filed(Month/Day/Year)

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

Person

DILLON, CO 80435

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

4. Securities 3. TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

or (Instr. 3 and 4)

Common

Code V Amount (D) Price

10,000 D

Stock

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)

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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. Transactic Code (Instr. 8)	5. Number on 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
Option to Purchase	\$ 18.9					<u>(1)</u>	09/03/2011	Common Stock	25,312
Option to Purchase	\$ 21.2					<u>(2)</u>	09/03/2012	Common Stock	5,062
Option to Purchase	\$ 23.05					(3)	09/03/2013	Common Stock	5,062
Option to Purchase	\$ 25.35					<u>(4)</u>	09/03/2014	Common Stock	5,062
Restricted Stock Unit	<u>(5)</u>	02/06/2006		A	1,360	<u>(6)</u>	<u>(6)</u>	Common Stock	1,360

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting o where there is a real constant of	Director	10% Owner	Officer	Other		
WELSH BILL 52 SPRUCE CIRCLE DILLON, CO 80435	X					

Signatures

David B. Downing, Chief Financial

Officer 02/06/2006

**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).
- (1) The option vests in five equal annual installments beginning on September 3, 2002.
- (2) The option vests in five equal annual installments beginning on September 3, 2003.
- (3) The option vests in five equal annual installments beginning on September 3, 2004.
- (4) The option vests in five equal annual installments beinning on September 3, 2005.
- (5) Each restricted stock unit represents a contingent right to receive one share of LNN common stock.

(6)

Reporting Owners 2

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The restricted stock units vest on November 1, 2006. Vested shares will be delivered to the reporting person as soon as practicable following the relevent vesting date.

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.