

LAMSON & SESSIONS CO

Form 3

August 10, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â RAMIUS CAPITAL GROUP LLC

(Last) (First) (Middle)

666 THIRD AVENUE, 26TH FLOOR,Â

(Street)

NEW YORK CITY,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/03/20073. Issuer Name **and** Ticker or Trading Symbol
LAMSON & SESSIONS CO [LMS]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock, no par value

293,494

I

By Parche LLC ⁽¹⁾

Common Stock, no par value

1,540,844

I

By Starboard Master ⁽²⁾

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Edgar Filing: LAMSON & SESSIONS CO - Form 3

Date Exercisable	Expiration Date	Title	(Instr. 4) Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAMIUS CAPITAL GROUP LLC 666 THIRD AVENUE, 26TH FLOOR NEW YORK CITY, NY 10017	Â	Â X	Â	Â
C4S & CO LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â
COHEN PETER A C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	See Explanation of Responses
STARK MORGAN B C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â
STRAUSS THOMAS W C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â
SOLOMON JEFFREY M C/O RAMIUS CAPITAL GROUP, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â
Starboard Value & Opportunity Master Fund Ltd C/O CITCO FUND SERVICES LTD WEST BAY RD Â	Â	Â X	Â	Â
Parche, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â
RCG STARBOARD ADVISORS, LLC 666 THIRD AVENUE NEW YORK CITY, NY 10017	Â	Â X	Â	Â

Signatures

By: Ramius Capital Group, L.L.C.; By: C4S & Co., L.L.C., as managing member; By: /s/ Jeffrey M. Solomon, Authorized Signatory	08/07/2007
__Signature of Reporting Person	Date
By: C4S & Co., L.L.C., By: /s/ Jeffrey M. Solomon, as Managing Member	08/07/2007
__Signature of Reporting Person	Date
By: /s/ Jeffrey M. Solomon, as Attorney in Fact for Peter A. Cohen	08/07/2007
__Signature of Reporting Person	Date
By: /s/ Jeffrey M. Solomon, as Attorney in Fact for Morgan B. Stark	08/07/2007
__Signature of Reporting Person	Date
By: /s/ Jeffrey M. Solomon, as Attorney in Fact for Thomas W. Strauss	08/07/2007
__Signature of Reporting Person	Date
/s/ Solomon, Jeffrey M.	08/07/2007
__Signature of Reporting Person	Date
By: Starboard Value and Opportunity Master; By: RCG Starboard Advisors, LLC, its investment manager; By: Ramius Capital Group, L.L.C., its sole member; By: C4S & Co., L.L.C., as managing member; By: /s/ Jeffrey M. Solomon, Authorized Signatory	08/07/2007
__Signature of Reporting Person	Date
By: Parche, LLC; By: RCG Starboard Advisors, LLC, its managing member; By: Ramius Capital Group, L.L.C., its sole member; By: C4S & Co., L.L.C., as managing member; By: /s/ Jeffrey M. Solomon, Authorized Signatory	08/07/2007
__Signature of Reporting Person	Date
By: RCG Starboard Advisors, LLC; By: Ramius Capital Group, L.L.C., its sole member; By: C4S & Co., L.L.C., as managing member; By: /s/ Jeffrey M. Solomon, Authorized Signatory	08/07/2007
__Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Consists of Shares owned directly by Parche, LLC (Parche). As the managing member of Parche, RCG Starboard Advisors, LLC (RCG Starboard Advisors) may be deemed to beneficially own the Shares owned by Parche. As the sole member of RCG Starboard Advisors, Ramius Capital Group, L.L.C. (Ramius) may be deemed to beneficially own the Shares owned by Parche. As the managing member of

(1) Ramius, C4S & Co., L.L.C. (C4S) may be deemed to beneficially own the Shares owned by Parche. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the Shares owned by Parche. Each of Messrs. Cohen, Stark, Solomon and Strauss, RCG Starboard Advisors, Ramius and C4S disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

Consists of Shares owned directly by Starboard Value and Opportunity Master Fund, Ltd. (Starboard). As the investment manager of Starboard, RCG Starboard Advisors may be deemed to beneficially own the Shares owned by Starboard. As the sole member of RCG Starboard Advisors, Ramius may be deemed to beneficially own the Shares owned by Starboard. As the managing member of Ramius,

(2) C4S may be deemed to beneficially own the Shares owned by Starboard. As the managing members of C4S, each of Peter A. Cohen, Morgan B. Stark, Jeffrey M. Solomon and Thomas W. Strauss may be deemed to beneficially own the Shares owned by Starboard. Each of Messrs. Cohen, Stark, Solomon and Strauss, RCG Starboard Advisors, Ramius and C4S disclaims beneficial ownership of such shares except to the extent of their pecuniary interest therein.

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.