LYDALL INC /DE/

Form 4

December 08, 2011

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

**OMB APPROVAL OMB** 3235-0287

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

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(City)

(State)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Kurto Peter M. Issuer Symbol LYDALL INC /DE/ [LDL]

(Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction

(Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify C/O LYDALL, INC., ONE 12/07/2011 below) below) **COLONIAL ROAD** VP - Business Development

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

MANCHESTER, CT 06042 Person

(Zip)

1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of Securities Form: Direct Indirect (Instr. 3) Code (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 12/07/2011 F 531 <sup>(1)</sup> D 20,990 D 8.69 Stock Common 199 (2) D 12/07/2010 F  $20,790^{(3)}$ D Stock

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

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8) Derivative				Securities		(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security			Acquired							Follo
	·		(A) or								Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
		4, and 5)									
									A		
									Amount		
				Date	Expiration		or				
						Exercisable Date	Title Number				
				C 1 W	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

Kurto Peter M. C/O LYDALL, INC. ONE COLONIAL ROAD MANCHESTER, CT 06042

VP - Business Development

## **Signatures**

Paul G. Igoe, Attorney in Fact for Peter M. Kurto

12/08/2011

\*\*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).
- In conjunction with the vesting on December 7, 2011 of 1,600 performance shares from the Performance Share Award granted on (1) December 11, 2009 and certified on February 24, 2011, 531 shares of common stock were surrendered to satisfy tax obligations of the reporting person.
- In conjunction with the vesting on December 7, 2011 of 600 shares of restricted stock from the Restricted Stock Award granted on December 9, 2008, 199 shares of common stock were surrendered to satisfy tax obligations of the reporting person.
- Includes: (i) 600 unvested shares subject to time-based restricted stock awards and (ii) 17,200 unvested shares subject to a performance-based restricted stock award.

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. ter">10/01/2017(5) Common Stock 120,000 120,000 D Employee Stock Option (Right to 10/01/2010<sup>(5)</sup>10/01/2018<sup>(5)</sup> Common Stock 160,000 160,000 D Buy) \$ 28.79

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## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Bolzenius Beda

5757 N. GREEN BAY AVENUE

P.O. BOX 591 MILWAUKEE, WI 53201-0591 Vice President

**Signatures** 

Angela M. Blair, Attorney-in-fact for Beda Bolzenius

02/04/2009

\*\*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) Includes 65.722 shares acquired through the reinvestment of dividends on October 2, 2008, and January 5, 2009, at a price of \$28.53 and \$19.29, respectively, per share.
- The share balance includes an award of 7,500 shares of restricted stock which will vest on August 1, 2011, and 30,000 shares of restricted (2) stock which will vest in 50% increments on November 1, 2009, and November 1, 2011, based on continuous employment with the company.
- Each share of phantom stock is the economic equivalent of one share of Johnson Controls common stock. The restricted stock units were accrued under the Johnson Controls Restricted Stock Plan. The units represent the reinvestment of dividends and are to be settled 100% in cash upon the vesting of the reporting person's restricted stock.
- (4) Includes 443.361 phantom stock units acquired through the reinvestment of dividends on October 2, 2008, and January 5, 2009 at a price of \$27.18 and \$19.04, respectively, per phantom stock unit.
- (5) Fifty percent of the options become exercisable two years after the grant date; the remaining 50%, three years after grant date.

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