LYDALL INC /DE/ Form 4

December 09, 2004

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

OMB APPROVAL OMB

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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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * TREMBLAY MARY A

2. Issuer Name and Ticker or Trading Symbol

Issuer

(Middle)

(Zip)

LYDALL INC /DE/ [LDL] 3. Date of Earliest Transaction

Director

10% Owner

C/O LYDALL, INC., ONE

(Street)

(First)

(Month/Day/Year) 12/08/2004

_X__ Officer (give title Other (specify below) below)

VP,General Counsel & Secretary

6. Individual or Joint/Group Filing(Check

(Check all applicable)

5. Relationship of Reporting Person(s) to

COLONIAL ROAD, P.O. BOX 151

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X 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

MANCHESTER, CT 06045-0151

(State)

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

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

5. Amount of Securities Beneficially Owned Following Reported

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

(A)

Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

Common

Stock 401(k)

 $3,218 \frac{(1)}{2}$ D

Common Stock ESPP

4,781 (2)

D

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

(Month/Day/Year)

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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. Number of	Date Exercisab	le and	7. Title and A	Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Securities	(Month/Day/Year	r)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A)				
	Derivative				or Disposed of				
	Security				(D)				
	•				(Instr. 3, 4,				
					and 5)				
									۸
							Eiti		Amount
						Date Exercisable	Expiration	Title	or
				G 1 W	(1)		Date		Number
				Code V	(A) (D)				of Share
Option	\$ 11.08	12/08/2004		A	10,000	12/08/2005(3)	12/07/2014	Common	10,000
to Buy	+				,		, - , ,	Stock	,

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

TREMBLAY MARY A C/O LYDALL, INC. ONE COLONIAL ROAD, P.O. BOX 151 MANCHESTER, CT 06045-0151

VP, General Counsel & Secretary

Signatures

David A. Jacoboski, Attorney-in-fact for Mary A. Tremblay

12/09/2004

**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 reporting person acquired 171 shares through the Company's 401(k) Plan between 1/15/2004 and 11/30/2004.
- (2) The reporting person acquired 544 shares through the Company's ESPP between 1/02/2004 and 12/01/2004 at prices ranging from \$8.99 to \$11.15.
- (3) Employee Stock Option granted under the Lydall 2003 Stock Incentive Compensation Plan. Option becomes exercisable in four equal annual installments beginning one year from initial grant 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.

Reporting Owners 2