LYDALL INC /DE/ Form 4

December 11, 2008

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

Washington, D.C. 20549 Check this box

OMB 3235-0287 Number: January 31,

if no longer subject to Section 16. Form 4 or Form 5

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

2005 Estimated average burden hours per

obligations may continue. See Instruction

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

response... 0.5

1(b).

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * FERRIS PETER V

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

LYDALL INC /DE/ [LDL]

(Check all applicable)

(First) (Middle) (Last)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

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

C/O LYDALL, INC., ONE COLONIAL ROAD, P.O. BOX 151 12/09/2008

President, Charter Medical Ltd

(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

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) (Month/Day/Year)

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

6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Indirect (I) Ownership Owned Following (Instr. 4) (Instr. 4) Reported

D

(A) or Code V Amount (D)

Transaction(s) (Instr. 3 and 4) Price

Common 12/09/2008 Stock

5,000 A (1) 4.64

14,277

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisal Expiration Date (Month/Day/Yea		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Buy	\$ 4.64	12/09/2008		A	3,000	12/09/2009(2)	12/09/2018	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FERRIS PETER V C/O LYDALL, INC. ONE COLONIAL ROAD, P.O. BOX 151 MANCHESTER, CT 06045-0151

President, Charter Medical Ltd

Signatures

Kathleen J. Carroll, Attorney-in-fact for Peter V.

Ferris 12/11/2008

**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) Restricted stock award granted under the Lydall 2003 Stock Incentive Compensation Plan. Award vests in four equal annual installments beginning one year from initial grant date
- (2) Incentive stock options granted under the Lydall 2003 Stock Incentive Compensation Plan. Options become exercisable in four equal 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.

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