BURDETT KATHLEEN

Form 4

January 03, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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response...

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

obligations

may continue.

See Instruction

Check this box

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).

(Print or Type Responses)

1. Name and Address of Reporting Person * **BURDETT KATHLEEN**

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

(First) (Last)

COLONIAL ROAD

(Middle)

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

(Month/Day/Year) 12/31/2010

X_ Director Officer (give title

10% Owner Other (specify

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

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

MANCHESTER, CT 06042

C/O LYDALL, INC., ONE

(City) (State) (Zip)

(Street)

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 any

Transaction(A) or Disposed of Code (D)

4. Securities Acquired

5. Amount of Securities Beneficially Owned Following

Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

6. Ownership 7. Nature of

(Month/Day/Year)

(Instr. 8) (Instr. 3, 4 and 5)

Reported (A) or Price

Transaction(s)

(Instr. 3 and 4)

Common Stock

12/31/2010

Code V (D) Amount 2,237 Α (1) 8.05

29,693

D

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

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.

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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| | 2. | 3. Transaction Date | | 4. | 5. | 6. Date Exerc | | 7. Titl | | 8. Price of | 9. Nu |
|--------------------------------------|---|---------------------|---|--------------------------------|--|---------------------|--------------------|------------------------------------|--|--------------------------------------|---|
| Derivative Security (Instr. 3) | Conversion or Exercise Price of Derivative Security | (Month/Day/Year) | Execution Date, if any (Month/Day/Year) | Transact Code (Instr. 8) | orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | : | | Amou Under Securi (Instr. | lying | Derivative Security (Instr. 5) | Deriv Secur Bene Own Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| BURDETT KATHLEEN C/O LYDALL, INC. ONE COLONIAL ROAD MANCHESTER, CT 06042 | X | | | | | | |

Signatures

Paul G. Igoe, Attorney-in-fact for Kathleen
Burdett
01/03/2011

**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).

Pursuant to the Issuer's Amended and Restated 2003 Stock Incentive Compensation Plan, on June 30 and December 31 of each year during the term of the Plan, non-employee Directors of the Company automatically receive a fully vested and unrestricted stock award consisting of that number of whole shares of common stock equal in value to 50% of their Annual Cash Retainer Amount, based on the fair market value of the Issuer's common stock as of the close of business on such dates and in lieu of any Annual Cash Retainer. The 2010 Annual Cash Retainer Amount for non-employee Directors is \$36,000; accordingly, each non-employee Director received \$18,000 worth of the Issuer's common stock on December 31, 2010.

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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