LYDALL INC /DE/ Form 4 January 03, 2017

FORM 4

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

OMB 3235-0287

Check this box if no longer subject to Section 16.

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

Number: January 31, Expires: 2005

OMB APPROVAL

Form 4 or 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

Estimated average burden hours per response... 0.5

may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **DUFFY W LESLIE**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

LYDALL INC /DE/ [LDL]

(Month/Day/Year)

12/31/2016

(First) (Middle) (Last)

(Street)

(State)

3. Date of Earliest Transaction

X_ Director 10% Owner Other (specify Officer (give title

6. Individual or Joint/Group Filing(Check

(Instr. 4)

(Instr. 4)

(Check all applicable)

C/O LYDALL, INC., ONE

COLONIAL ROAD

(City)

4. If Amendment, Date Original

Filed(Month/Day/Year)

Applicable Line)

(Zip)

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

Following

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

below)

MANCHESTER, CT 06042

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

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price Common

12/31/2016 405 (1) A \$0 Α 80,898 D Stock

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date		or Title Number			
						Exercisable					
				~	<i>(</i> 1) (5)				of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
DUFFY W LESLIE C/O LYDALL, INC. ONE COLONIAL ROAD MANCHESTER, CT 06042	X						

Signatures

Chad A. McDaniel, Attorney-in-fact for W. Leslie Duffy

01/03/2017 Date

**Signature of Reporting Person

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 a resolution adopted by the Compensation Committee of the Board of Directors of the Issuer, on June 30 and December 31 of every year (the "Grant Date"), each non-employee Director of the Issuer automatically receives a fully vested and unrestricted stock
- (1) award under the Issuer's 2012 Stock Incentive Plan (the "Plan") consisting of that number of whole shares of common stock of the Issuer, subject to adjustment for rounding, equal in value to \$25,000, based on the Fair Market Value of the Issuer's common stock (as defined in the Plan) on the respective 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