## Edgar Filing: LYDALL INC /DE/ - Form 4

VDALL DIG (D)

Form 4												
FORM	4 UNITED	STATES S				ND EXC D.C. 205		NGE (	COMMISSION		PPROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may conti <i>See</i> Instru- 1(b).	er <b>STATEN</b> 5. Filed pur <sup>s</sup> Section 17(	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES 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 20(b) of the Investment Company Act of 1940								burden hou response	Estimated average burden hours per response 0.5	
(Print or Type R	esponses)											
Lachenmeyer William M Symbol				er Name <b>and</b> Ticker or Trading LL INC /DE/ [LDL]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) LYDALL, IN ROAD	(First) (1	(	3. Date of Month/Da 12/05/20	y/Year)		nsaction			Director X Officer (give below)	10%	6 Owner er (specify	
			nendment, Date Original onth/Day/Year)					<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
MANCHEST	ГER, CT 06042								Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	I - Nor	1-De	rivative S	ecuri	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Date, if	Code (Instr.	8)	4. Securit nAcquired Disposed (Instr. 3, Amount	(A) o of (D	)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	12/05/2014			А		3,200 (1)	А	\$0	10,700	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.

 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. Transacti Code (Instr. 8)	5. Number onof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		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	\$ 27.96	12/05/2014		А	7,600	12/05/2015 <u>(2)</u>	12/04/2024	Common Stock	7,600

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Lachenmeyer William M LYDALL, INC. ONE COLONIAL ROAD MANCHESTER, CT 06042			VP, Human Res	ources				
Signatures								
Chad A. McDaniel, Attorney-in Lachenmeyer	12/09/2014							
<u>**</u> Signature of Re	porting Perso	on		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).

Represents an award of Performance Shares granted under the Lydall 2012 Stock Incentive Plan, which award is subject to a substantial risk of forfeiture and vests, if at all, to the extent determined upon certification by the Compensation Committee of the Board of Directors

- (1) This of forefutire and vests, if at an, to the extent determined upon certification by the Compensation Committee of the Board of Directors of the Company that the Company has achieved certain specified financial performance criteria during the three--year period, January 1, 2015 through December 31, 2017.
- (2) Stock options granted under the Lydall, Inc. 2012 Stock Incentive Plan. Options become exercisable at the rate of 25% per year, 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.