LYDALL INC /DE/ Form 4 December 13, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

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0.5

Check this box if no longer subject to Section 16.

Section 16.

Form 4 or

Form 5

Obligations

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 17(b) of the Public Utility Holding Company Act of 1935 or Section 17(c) of the Public Utility Holding Company Act of 1935 or Section 17(c) of the Public Utility Holding Company Act of 1935 or Section 17(c) of the Public Utility Holding Company Act of 1935 or Section 17(c) of the Public Utility Holding Company Act of 1935 or Section 1935 or Sectio

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 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 <u>*</u> LAUGHLAN JAMES V

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

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

(Month/Day/Year)

____ Director
_X__ Officer (give title

____ 10% Owner Other (specify

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

(Street)

12/09/2016

VP, CAO & Treasurer

6. Individual or Joint/Group Filing(Check Applicable Line)

4. If Amendment, Date Original Filed(Month/Day/Year)

_X_Form filed by One Reporting Person ___ Form filed by More than One Reporting

Person

below)

MANCHESTER, CT 06045-0151

(State)

(City)	(State) (2	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactio	onAcquired (A) or			Securities	Form: Direct	Indirect	
(Instr. 3)		any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
							Following	(Instr. 4)	(Instr. 4)	
					(4)		Reported			
				(A) or		Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	12/09/2016		A	1,170 (1)	A	\$0	20,953	D		
Common Stock	12/09/2016		A	1,170 (2)	A	\$ 0	22,123	D		

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

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SEC 1474

(9-02)

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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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9
Derivative Conversion		(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration Date		Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	5
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative		•		Securities			(Instr.	3 and 4)		(
	Security				Acquired			`	Ì]
	J				(A) or]
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
					.,						
									Amount		
						Date	Expiration		or		
							Date		Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

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

VP, CAO & Treasurer 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

Signatures

Chad A. McDaniel, Attorney-in-fact for James V. Laughlan

12/13/2016

**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).
- 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 of the Company that the Company has achieved certain specified financial performance criteria during the three-year period, January 1, 2017 through December 31, 2019.
- (2) Restricted stock award granted under the Lydall, Inc. 2012 Stock Incentive Plan. Award shall vest in full on the third anniversary of the 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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