

SHEAR DAVID MICHAEL

Form 4

August 29, 2006

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**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  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
SHEAR DAVID MICHAEL

(Last) (First) (Middle)

16 SOUTH PENNSYLVANIA  
AVENUE

(Street)

OKLAHOMA CITY, OK 73107

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol  
LSB INDUSTRIES INC [LXU]

3. Date of Earliest Transaction  
(Month/Day/Year)

08/25/2006

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

Senior VP/General Counsel/Sec

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	08/25/2006		G	11,146 A	\$ 0 11,146	D	
Common Stock	08/25/2006		F	11,146 D	\$ 10.04 0	D	
Common Stock	08/25/2006		F	6,268 D	\$ 10.04 0	I	By Trust (1) (2)
Common Stock	08/25/2006		M	42,385 A	\$ 4.125 48,385	I	By Trust and Spouse's Trust (1) (2)

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

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 Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Incentive Stock Option <sup>(3)</sup>	\$ 4.125	08/25/2006		M	42,385	<sup>(3)</sup> 11/19/2006	Common Stock	42,385

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHEAR DAVID MICHAEL 16 SOUTH PENNSYLVANIA AVENUE OKLAHOMA CITY, OK 73107			Senior VP/General Counsel/Sec	

## Signatures

David M. Shear                      08/29/2006

                     \*\*Signature of                      Date  
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).

- (1) The 6,268 shares transferred to the issuer as partial consideration for the incentive stock option exercise disclosed in the report were owned by Mr. Shear's revocable trust (the "Shear Trust"), of which Mr. Shear is the grantor and trustee. The shares issued upon such exercise were contributed by Mr. Shear to a joint account owned by the Shear Trust and the revocable trust of Mr. Shear's wife, Heidi Brown Shear (the "Brown Trust"). Heidi Brown Shear is the grantor and trustee of the Brown Trust. The outstanding shares jointly owned by the two trusts prior to this exercise was 6,000 shares. These shares are currently beneficially owned by the Shear Trust and the Brown Trust as joint owners.
- (2) This amount does not include, and Mr. Shear disclaims beneficial ownership of (a) shares held by two trust established for the benefit of each of the son and daughter of Mr. Shear and Heidi Brown Shear for which Heidi Brown Shear is trustee and exercises investment control over the trusts' portfolio securities, and (b) shares held by three trusts, each one established for the benefit of one of the three children of Jack E. Golsen and Sylvia H. Golsen for which Heidi Brown Shear is trustee and exercises investment control over the trusts'

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portfolio securities.

- (3) Incentive Stock Options ("ISO") granted by LSB Industries, Inc. (the "Issuer ") to Mr. Shear under the Issuer's Incentive Stock Option Plans. Each ISO allows the purchase of shares of the Issuer's common stock upon the exercise thereof. Each ISO is for a period of ten years from the date of grant and fully vested on or before December 31, 2005. As of the date of this report, the total number of shares underlying the ISOs held by Mr. Shear is 83,159.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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