

LSB INDUSTRIES INC
Form 4
August 11, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHEAR HEIDI L BROWN

(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)
08/07/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP/Managing Counsel/Asst Sec

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | | | | | 105,581 | I | By Trusts (1) |
| Common Stock | 08/07/2008 | | S | 1,000 D \$ 23.25 | 21,988 | I | As Trustee (2) |
| Common Stock | 08/07/2008 | | S | 400 D \$ 23.08 | 21,588 | I | As Trustee (2) |
| Common Stock | 08/07/2008 | | S | 200 D \$ 23.07 | 21,388 | I | As Trustee (2) |
| Common Stock | 08/07/2008 | | S | 100 D \$ 23.06 | 21,288 | I | As Trustee (2) |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|-------------------|
| Common Stock | 08/07/2008 | S | 200 | D | \$ 23.05 | 21,088 | I | As Trustee (2) |
| Common Stock | 08/07/2008 | S | 7,100 | D | \$ 23 | 13,988 | I | As Trustee (2) |

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)

| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

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

Signatures

| | |
|---------------------------------|------------|
| Heidi L. Brown Shear | 08/11/2008 |
| **Signature of Reporting Person | Date |
| David Michael Shear | 08/11/2008 |

__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).

The designated reporting person is Heidi L. Brown Shear. Ms. Shear's spouse, David M. Shear, jointly files this report with Ms. Shear. David Shear is Senior Vice President and General Counsel of the Issuer. These shares are held in an account jointly owned by Heidi

(1) Shear's revocable trust, of which she is settlor and trustee, and David Shear's revocable trust, of which he is settlor and trustee. This amount does not include, and David Shear disclaims beneficial ownership of 13,988 shares held by two trusts established for the benefit of each of the reporting persons' children. Please see footnote (2) for a description of the children's trusts.

These shares are held by two trusts established for the benefit of each of the reporting persons' children, of which Heidi Shear is the

(2) trustee and exercises investment and dispositive control over the trusts' portfolio securities. On August 7, 2008, one child's trust sold 5,000 shares and the second child's trust sold 4,000 shares, each pursuant to Rule 10b5-1 Sales Plans adopted on March 14, 2008.

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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