

ILLE BERNARD G

Form 4

November 20, 2008

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *

ILLE BERNARD G

(Last) (First) (Middle)

11004 MAGNOLIA PARK

(Street)

OKLAHOMA CITY, OK 73120

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading

Symbol

LSB INDUSTRIES INC [LXU]

3. Date of Earliest Transaction

(Month/Day/Year)

11/13/2008

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)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 Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	5,000	I	By Spouse's Trust ⁽¹⁾
Common Stock					10,000	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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Nonqualified Stock Option ⁽²⁾	\$ 1.25							<u>(2)</u>	07/08/2009	Common Stock	15,000
Nonqualified Stock Option ⁽²⁾	\$ 7.86	11/13/2008		A		5,000		<u>(2)</u>	11/13/2018	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
ILLE BERNARD G 11004 MAGNOLIA PARK OKLAHOMA CITY, OK 73120	X

Signatures

Bernard G. Ille 11/20/2008
 **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).

(1) These shares are held by the revocable trust of the reporting person's spouse, of which the reporting person's spouse is the settlor and trustee. The reporting person shares with his spouse voting and dispositive power over the issuer securities held in his spouse's revocable trust.

(2) Nonqualified Stock Option (?NQSO?) granted by the Issuer to the reporting person under the Issuer's Incentive Stock Plans. Each NQSO is for a term of ten years from the date of grant, and the exercise price of each NQSO is based on the fair market value of the Issuer's common stock on the date of grant. An NQSO for 15,000 shares of the Issuer's common stock exercisable at \$1.25, with an expiration date of July 8, 2009, was granted to the reporting person on July 9, 1999. This NQSO is fully vested. An NQSO for 5,000 shares of the Issuer's common stock exercisable at \$7.86, with an expiration date of November 13, 2018, was granted to the reporting person on November 13, 2008. This NQSO vests at the end of years one through six in the following amounts: 16.5%, 16.5%, 16.5%, 16.5%, 16.5% and 17.5%. This NQSO will be fully vested at the end of year six. As of the date of this report, the total number of shares underlying the two NQSOs is 20,000.

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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