

Foster Michael J.  
Form 4  
January 02, 2019

**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 \*  
Foster Michael J.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
3503 NW 63RD ST, SUITE 500

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/29/2018

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Senior VP/General Counsel/Sec

(Street)  
OKLAHOMA CITY, OK 73116

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D)   | Price  |                                   |
| Common Stock                    | 12/29/2018                           |  | A                              |   | 36,111<br>(1)   | \$ 5.4   | 142,939 D                         |
| Common Stock                    | 12/30/2018                           |  | A                              |   | 36,111<br>(1)   | \$ 5.4   | 179,050 D                         |
| Common Stock                    | 12/30/2018                           |  | A                              |   | 36,111<br>(2)   | \$ 5.4   | 215,161 D                         |
| Common Stock                    | 12/31/2018                           |  | F                              |   | 6,058<br>(3)  | \$ 5.4   | 209,103 D                         |

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

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(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 Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Foster Michael J.<br>3503 NW 63RD ST, SUITE 500<br>OKLAHOMA CITY, OK 73116 |               |           | Senior VP/General Counsel/Sec |       |

## Signatures

/s/ Michael J.  
Foster 01/02/2019  
\*\*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) Restricted Stock Award pursuant to the LSB Industries, Inc. 2016 Incentive Stock Plan. One-third of the award will vest on the first anniversary of the grant date, and each subsequent anniversary, such that 100% of the award shall be vested on the third anniversary of the grant date.
  - (2) Restricted Stock Award pursuant to the LSB Industries, Inc. 2016 Incentive Stock Plan. The Restricted Stock granted under this award will vest on the third anniversary of the grant date subject to the achievement of certain performance metrics established by the Board of Directors as set out in the grant. Upon third anniversary grant may be modified in a range between 0 and 200% based upon achievement of the performance goals.
  - (3) Shares withheld to pay taxes upon vesting of Restricted Stock Award previously awarded pursuant to the LSB Industries, Inc. 2016 Long Term Incentive Plan.

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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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