

LAWSON PRODUCTS INC/NEW/DE/
Form 4
November 14, 2014

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 *
KDI CAPITAL PARTNERS LLC

2. Issuer Name and Ticker or Trading Symbol
LAWSON PRODUCTS INC/NEW/DE/ [LAWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

4101 LAKE BOONE TRAIL, SUITE 218

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/12/2014

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

RALEIGH, NC 27607

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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|-----------------------|
| | | | | (A) or (D) | Price | | | | |
| | | | | Code | V | Amount | | | |
| Common Stock | 11/12/2014 | | P | 6,656 | A | \$ 21.65 | 183,256 | I | See footnotes (1) (2) |
| Common Stock | 11/12/2014 | | P | 1,624 | A | \$ 21.65 | 56,337 | I | See footnotes (1) (3) |
| Common Stock | 11/12/2014 | | P | 2,371 | A | \$ 21.65 | 89,892 | I | See Footnotes (1) (4) |
| Common | 11/12/2014 | | P | 3,655 | A | \$ 21.65 | 157,423 | I | See |

| Stock | | | | | | | | footnotes (1) (5) |
|--------------|------------|---|-------|---|----------------------|---------|---|-----------------------------|
| Common Stock | 11/12/2014 | P | 4,450 | A | \$ 21.65 | 119,242 | I | See footnotes (1) (6) |
| Common Stock | 11/13/2014 | P | 1,901 | A | \$ 22.0917 (7) | 916,614 | I | See footnotes (1) (8) |

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 Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| KDI CAPITAL PARTNERS LLC 4101 LAKE BOONE TRAIL SUITE 218 RALEIGH, NC 27607 | | | X | |

Signatures

/s/ Shelson M. Fox
11/14/2014

__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) Pursuant to Rule 16(a)-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of the equity securities covered by the statement.

(2) Represents shares of common stock owned by A Few Valuable Businesses Partnership (AFVB Partnership), of which KDI owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the AFVB Partnership.

(3) Represents shares of common stock owned by Worthy Companies Limited Partnership (WC LP), of which KDI owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the WC LP.

(4) Represents shares of common stock owned by Financial Ascent Limited Partnership (FA LP), of which KDI owns less than a 1% interest, and of which 7.982% is owned by trusts affiliated with Mr. John M. Days family, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the FA LP. Mr. Day is a Managing Member of KDI and holds a controlling percentage of the outstanding voting securities. As a result of his position with and ownership of KDI, he could be deemed to share beneficial ownership with KDI. Mr. Day disclaims beneficial ownership of shares beneficially owned by KDI except to the extent of his pecuniary interest in such shares.

(5) Represents shares of common stock owned by Outstanding Businesses Limited Partnership (OB LP), of which KDI owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the OB LP.

(6) Represents shares of common stock owned by Financial Ascent TE Limited Partnership (FATE LP), of which KDI owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the FATE LP.

(7) \$22.0917 is the weighted average purchase price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$22.0600 to \$22.1000. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

(8) 916614 represents shares deemed to be owned beneficially by KDI Capital Partners LLC (KDI) directly and solely as a result of its discretionary power over such shares as investment advisor to its separately management account clients. Such number includes the shares owned by AFVB Partnership, WC LP, FA LP, OB LP and FATE LP. KDI disclaims beneficial ownership of such shares except to the extent of KDI's pecuniary interest in such shares, if any.

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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