UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
AMENDMENT NO. 1

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) November 8, 2006

LSB INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**1-7677**	**73-1015226**
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

16 South Pennsylvania, Oklahoma City, Oklahoma	**73107**
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (405) 235-4546

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

x Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note: This Form 8-K/A amends Item 1.01 of the Current Report on Form 8-K filed by LSB Industries, Inc. (the “Company”) with the Securities and Exchange Commission on November 14, 2006, to correct the disclosure of the Jayhawk Group’s beneficial ownership of the Company’s common stock. This Form 8-K/A also amends the original Current Report on Form 8-K to include Item 9.01.

Section 1 - Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On November 10, 2006, the Company entered into an Agreement (the “Agreement”) with Kent C. McCarthy, Jayhawk Capital Management, L.L.C., Jayhawk Institutional Partners, L.P., and Jayhawk Investments, L.P. (collectively, the “Jayhawk Group”). The Agreement provides that if the Company undertakes, in its sole discretion, within one (1) year from the date of the Agreement, a tender offer for, or exchange of, the Company’s $3.25 Convertible Exchangeable Class C Preferred Stock, Series 2 (the “Series 2 Preferred”) that the Jayhawk Group will either exchange or deliver to the Company pursuant to a tender offer by the Company, 180,450 shares of the Series 2 Preferred owned by the Jayhawk Group for 1,335,330 shares of the Company’s common stock, based on 7.4 shares of common stock for each share of Series 2 Preferred surrendered to the Company in the transaction.

In connection with the contemplated exchange or tender offer, the Agreement further provides that the Jayhawk Group would waive its rights to all accrued and unpaid dividends on the Series 2 Preferred tendered or exchanged. As of the date of this report, the accrued and unpaid dividend on the Series 2

Preferred was $23.2625 per share. Accordingly, if a tender offer or exchange is completed, the Jayhawk Group would waive a total of approximately $4.2 million in accrued and unpaid dividends on the 180,450 shares of Series 2 Preferred which would be surrendered to the Company.

The terms of the Series 2 Preferred generally provide that whenever dividends on the Series 2 Preferred are in arrears and unpaid in an amount equal to at least six quarterly dividends: (a) the number of members of the Board of Directors of the Company shall be increased by two; and (b) the Series 2 Preferred holders have the exclusive right to vote for and elect two additional directors until the payment of accrued and unpaid dividends on the Series 2 Preferred. In 2002, the holders of the Series 2 Preferred, including the Jayhawk Group (which holds a majority of the Series 2 Preferred), elected two directors pursuant to the terms of the Series 2 Preferred. The Series 2 Preferred holders have the right to remove without cause at any time and replace either of the two directors that the Series 2 Preferred holders have elected.

As a condition to the contemplated transaction, the Agreement provides that the Jayhawk Group agrees to vote its Company common stock and Series 2 Preferred to amend the Series 2 Preferred's Certificate of Designations to (a) allow the Company to acquire shares of its common stock for a period of five years from the date of completion of the transaction, without the approval of the holders of the Series 2 Preferred, notwithstanding that accrued and unpaid dividends may exist with respect to the Series 2 Preferred, and (b) provide that the existing right of the holders of Series 2 Preferred to elect two directors to the Company's Board of Directors when dividends on the Series 2 Preferred are unpaid may be exercised only if and so long as at least 140,000 shares of Series 2 Preferred remain issued and outstanding (together, the "Amendments").

The Agreement further provides that any such exchange or tender offer would be subject to (a) the Company receiving a fairness opinion for the transaction, (b) the listing on the American Stock Exchange (“AMEX”) of the common stock to be issued in the transaction, (c) the approval by the holders of the Company’s common stock and Series 2 Preferred of the Amendments, and if required by the rules of the AMEX, the approval by the holders of the Company’s common stock of the issuance of the shares of common stock pursuant to the transaction, and (d) Jack E. Golsen (Chairman of the Board and CEO of the Company), his wife, children and certain entities controlled by them (the “Golsen Group”) shall only exchange or tender 26,467 shares of the 49,550 shares of Series 2 Preferred beneficially owned by them. As the beneficial and record of 340,900 shares of Series 2 Preferred, the Jayhawk Group has the power to vote 68.3% of the total votes held by all holders of Series 2 Preferred following the exchanges described in Item 3.02 of this report, which is sufficient to approve the Amendments on behalf of the Series 2 Preferred.

As of October 31, 2006, the Jayhawk Group owned of record 1,124,700 shares of the Company’s common stock and 340,900 shares of the Series 2 Preferred. As of that date, the Jayhawk Group was the beneficial owner of 2,854,206 shares of the Company’s common stock, representing approximately 17.56% of the Company’s issued and outstanding common stock, which includes 1,475,756 shares of common stock issuable upon conversion of 340,900 shares of Series 2 Preferred and 253,750 shares of common stock issuable under other Company securities owned by Jayhawk Group.

In light of the Agreement and the transactions contemplated by the Agreement, as of the date of this report, the Company is considering, but has not made a final determination, to undertake a tender offer for all of the issued and outstanding shares of Series 2 Preferred, except as limited in the Agreement with respect to the Jayhawk Group and the Golsen Group. A tender offer for the Series 2 Preferred would be subject to the approval of the Company’s Board of Directors and the conditions set forth in the Agreement.

The Agreement was solicited by the Jayhawk Group and negotiated with the Jayhawk Group. Neither the Company nor any of member of the Jayhawk Group has paid or given, or agreed to pay or give, directly or indirectly, any commission or other remuneration in connection with the Agreement. If the Company elects to initiate an exchange or a tender offer, the transaction will be conducted under the exemption from registration provided by Section 3(a)(9) the Securities Act of 1933, as amended (the “Act”). The Series 2 Preferred is registered with the Securities and Exchange Commission under the Form S-2 Registration Statement No. 33-61640, effective May 19, 1993, and, as such, the Company believes that the shares of common stock issued pursuant to Section 3(a)(9) of the Act in exchange for the Series 2 Preferred will be freely tradable by the recipient of the shares and will not be considered restricted securities under Rule 144 of the Act.

On November 21, 2006, the Company issued a press release announcing the Agreement with the Jayhawk Group, a copy of which is attached as Exhibit 99.1 to this Form 8-K/A.

This report is not an offer or a solicitation of an offer to sell or exchange any security.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release, dated November 21, 2006

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 21, 2006

LSB INDUSTRIES, INC.

By: /s/ Tony M. Shelby________
Tony M. Shelby,
Executive Vice President and
Chief Financial Officer

COMPANY CONTACT: Tony M. Shelby
Chief Financial Officer
(405) 235-4546

Investor Relations Contact: Linda Latman (212) 836-9609
L ena Cati (212) 836-9611
The Equity Group, Inc

November 21, 2006

AMEX:LXU

LSB INDUSTRIES, INC. ANNOUNCES

- **RECEIPT OF $1.2 MILLION PAYMENT FOR AN ARBITRATION AWARD;**
- **CONVERSION OF $2.5 MILLION OF ITS 7% CONVERTIBLE DEBENTURES; AND**
- **AGREEMENT FOR EXCHANGE OF CERTAIN PREFERRED STOCK**

Oklahoma City, Oklahoma . . . November 21, 2006 . . . LSB Industries, Inc. (the “Company” or “LSB”) (AMEX: LXU), today announced that its subsidiary, Trison Construction, Inc. (“Trison”), received payment of $1.2 million from Johnson Controls, Inc. (“JCI”) pursuant to a recent arbitration award. As previously disclosed in the Company’s 2006 third quarter Form 10-Q, Trison prevailed in a binding arbitration brought by JCI in connection with Trison’s performance as a JCI subcontractor. The arbitrator held, as part of the award for Trison, that JCI must reimburse $1.2 million of Trison’s costs of defending the arbitration. The Company, which had previously expensed these defense costs as incurred, has recorded this payment as income in the fourth quarter of 2006.

LSB also announced today that Context Capital Management LLC (“Context”) exercised its right to convert $2.5 million principal amount of the Company’s 7% Convertible Senior Subordinated Debentures due 2011 (the “Debentures”), which is the balance of Context’s holdings of the Debentures. As a result of the conversion, the Company issued or will be issuing to Context 353,125 shares of its common stock. In connection with the conversion, LSB agreed to pay Context $87,500, representing interest that would be due in March 2007. This conversion reduces LSB’s debt by $2.5 million and correspondingly increases stockholders’ equity by the same amount. Pursuant to the terms of the Indenture governing the Debentures, the conversion rate was 141.25 shares of common stock for each $1,000 principal amount of converted Debentures. Upon completion of this conversion, there will remain a total of $11.75 million in outstanding Debentures.

The Company further announced that on November 10, 2006, it entered into an Agreement (the “Agreement”) with Kent C. McCarthy, Jayhawk Capital Management, L.L.C. and certain of their affiliated entities (collectively, “Jayhawk”), which provides that if within one year LSB undertakes a tender offer for, or exchange of, the Company’s $3.25 Convertible Exchangeable Class C Preferred Stock, Series 2 (the “Series 2 Preferred”) that Jayhawk will either exchange or tender 180,450 shares of the Series 2 Preferred owned by Jayhawk for 1,335,330 shares of LSB common stock, based on 7.4 shares of common stock for each share of Series 2 Preferred surrendered by Jayhawk in the transaction.

The Agreement further provides that Jayhawk would waive its rights to all accrued and unpaid dividends on the Series 2 Preferred tendered or exchanged. The accrued and unpaid dividend on the Series 2 Preferred is currently $23.2625 per share.

The Agreement provides that Jayhawk will, prior to the exchange or tender, vote its Company common stock and Series 2 Preferred to amend the terms of the Series 2 Preferred to:

- allow the Company to acquire shares of its common stock for a period of five years from the date of completion of the transaction, without the approval of the holders of the Series 2 Preferred, notwithstanding that accrued and unpaid dividends may exist with respect to the Series 2 Preferred; and

- provide that the right of the holders of Series 2 Preferred to elect two directors to the Company's board may be exercised only if and so long as at least six quarterly dividends on the Series 2 Preferred are in arrears and unpaid and at least 140,000 shares of Series 2 Preferred remain issued and outstanding.

The Agreement further provides that any such exchange or tender offer would be subject to:

- the Company receiving a fairness opinion for the transaction,

- the listing on the American Stock Exchange ("AMEX") of the common stock to be issued in the transaction, and

- Jack E. Golsen (Chairman of the Board and CEO of the Company), his immediate family and entities controlled by them (collectively, "Golsen") will exchange or tender only 26,467 shares of the 49,550 shares of Series 2 Preferred beneficially owned by Golsen.

Jayhawk currently has the power, before completion of the Agreement, to vote approximately 68% of the total votes held by all holders of Series 2 Preferred, which is sufficient to approve the amendments to the terms of the Series 2 Preferred. As of October 31, 2006, Jayhawk owned of record 1,124,700 shares of the Company's common stock and 340,900 shares of the Series 2 Preferred.

In light of the Agreement with Jayhawk, the Company is considering, but has not made a final determination, to undertake a tender offer for all of the issued and outstanding shares of Series 2 Preferred, except as limited in the Agreement with respect to Jayhawk and Golsen. A tender offer for the Series 2 Preferred would be subject to the approval of the Company's Board of Directors and the conditions set forth in the Agreement.

The Agreement was solicited by and negotiated with Jayhawk. If the Company elects to initiate an exchange or a tender offer, the transaction will be conducted under the exemption from registration provided by Section 3(a)(9) the Securities Act of 1933, as amended (the "Act").

LSB is a manufacturing, marketing, and engineering company with activities on a world wide basis. LSB's principal business activities consist of the manufacture and sale of commercial and residential climate control products, the manufacture and sale of chemical products for the mining, agricultural and industrial markets, the provision of specialized engineering services, and other activities.

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