

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) and (d) AND AMENDMENTS THERETO
FILED PURSUANT TO 13d-2

(Amendment No. 1)/1/

LSB Industries, Inc.

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

502160104

(CUSIP Number)

January 31, 2002

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant
to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

/1/ The remainder of this cover page shall be filled out for a Reporting
Person's initial filing on this form with respect to the subject class of
securities, and for any subsequent amendment containing information which would
alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange
Act of 1934 or otherwise subject to the liabilities of that section of the Act
but shall be subject to all other provisions of the Act (however, see the
Notes).

1. NAME OF REPORTING PERSON
 IRS IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)
 Paul J. Denby

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
 United States of America

Number of Shares Beneficially Owned By Each Reporting Person With	5.	SOLE VOTING POWER	728,876
	6.	SHARED VOTING POWER	23,776
	7.	SOLE DISPOSITIVE POWER	728,876
	8.	SHARED DISPOSITIVE POWER	23,776

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 752,652

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

11. PERCENT
 6.31%

12. TYPE OF REPORTING PERSON*
 IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer
LSB Industries, Inc.

Item 1(b). Address of Issuers' Principal Executive Offices
16 South Pennsylvania Avenue
Oklahoma City, Oklahoma 73101

Item 2(a). Name of Person Filing
Paul J. Denby

Item 2(b). Address of Principal Business Office
4613 Redwood Court
Irving, Texas 75038-6309

Item 2(c). Citizenship
United States of America

Item 2(d). Title of Class of Securities
Common Stock, par value \$0.10
Preferred Stock, convertible into Common Stock at a ratio of 4.32

Item 2(e). CUSIP Number
502160104

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or 2(c), check whether the person filing is a:

N.A.

Item 4. Ownership

The following information is reported as of January 31, 2002.

The aggregate number of securities and percentage of the class of securities of the Issuer beneficially owned by the Reporting Person named in Item 2(a), as well as the number of securities as to which such person is deemed to have sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or direct the disposition, is set forth in the following table:

Person	No of Securities Beneficially Owned	% of Class	Power to Vote		Power to Dispose	
			Sole	Shared	Sole	Shared
Paul J. Denby	752,652 (1)(2)	6.31%	728,876	23,776	728,876	23,776

(1) This number represents the total holdings by the Reporting Person of securities of the Issuer, and includes common stock and preferred stock, on an as-converted basis. Each share of preferred stock is convertible into 4.32 shares of common stock at the holder's option.

(2) This number includes 23,776 shares, on an as-converted basis, owned by the Reporting Person's spouse.

Item 5. Ownership of Five Percent or Less of a Class
N.A.

Item 6. Ownership of More than Five Percent on Behalf of Another Person
N.A.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company
N.A.

Item 8. Identification and Classification of Members of the Group
N.A.

Item 9. Notice of Dissolution of Group
N.A.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities, and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 31, 2002

By: /s/ Paul J. Denby

Paul J. Denby