

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>SHEAR DAVID MICHAEL</u> <hr/> (Last) (First) (Middle) <u>16 SOUTH PENNSYLVANIA AVENUE</u> <hr/> (Street) <u>OKLAHOMA OK 73107</u> <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LSB INDUSTRIES INC [ LXU ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Senior VP/General Counsel/Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/29/2015</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								35,581	I	By Trusts <sup>(1)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Incentive Stock Option <sup>(2)</sup>	\$36.78	07/29/2015		A		20,000		(2)	07/29/2025	Common Stock	20,000	\$0	20,000	D	
Incentive Stock Option <sup>(3)</sup>	\$36.78	07/29/2015		A		20,000		(3)	07/29/2025	Common Stock	20,000	\$0	20,000	D	

1. Name and Address of Reporting Person* <u>SHEAR DAVID MICHAEL</u> <hr/> (Last) (First) (Middle) <u>16 SOUTH PENNSYLVANIA AVENUE</u> <hr/> (Street) <u>OKLAHOMA OK 73107</u> <hr/> (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>SHEAR HEIDI L BROWN</u> <hr/> (Last) (First) (Middle) <u>16 SOUTH PENNSYLVANIA AVENUE</u> <hr/> (Street) <u>OKLAHOMA OK 73107</u> <hr/> (City) (State) (Zip)

Explanation of Responses:

1. The designated reporting person is David M. Shear. Mr. Shear's spouse, Heidi L. Brown Shear, jointly files this report with Mr. Shear. Heidi Shear is Vice President, Managing Counsel and Assistant Secretary of the Issuer. These shares are held in an account jointly owned by David Shear's revocable trust, of which he is settlor and trustee, and Heidi Shear's revocable trust, of which she is settlor and trustee.

2. Incentive Stock Option ("ISO") granted by the Issuer to the reporting person under the Issuer's Incentive Stock Option Plans. An ISO for 20,000 shares of the Issuer's common stock exercisable at \$36.78, with an expiration date of July 29, 2025, was granted to the reporting person on July 29, 2015. The ISO is for a term of 10 years from the date of grant. The ISO vests at the end of its respective years one through six in the following amounts: 16.5%, 16.5%, 16.5%, 16.5%, 16.5% and 17.5%. The ISO will be fully vested at the end of year six.

3. ISO granted by the Issuer to the reporting person's spouse under the Issuer's Incentive Stock Option Plans. An ISO for 20,000 shares of the Issuer's common stock exercisable at \$36.78, with an expiration date of July 29, 2025, was granted to the reporting person's spouse on July 29, 2015. The ISO is for a term of 10 years from the date of grant. The ISO vests at the end of its respective years one through six in the following amounts: 16.5%, 16.5%, 16.5%, 16.5%, 16.5% and 17.5%. The ISO will be fully vested at the end of year six.

**Remarks:**

[David M. Shear](#) [07/30/2015](#)

[Heidi L. Brown Shear](#) [07/30/2015](#)

\*\* Signature of Reporting Person      Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**