

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

LSB Industries, Inc.

(Name of Issuer)

Common Stock, par value \$.10 per share

(Title of Class of Securities)

502160104

(CUSIP Number)

Louis J. Bevilacqua, Esq.
Cadwalader, Wickersham & Taft
100 Maiden Lane
New York, New York 10038
(212) 504-6057

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 5, 1998
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Note: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*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 disclosures provided in a prior cover page.

The information required on 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 ("Act") 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 Wynnefield Partners Small Cap Value L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
13-3688497

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
458,720

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
458,720

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
458,720

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
3.6%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

1 NAME OF REPORTING PERSON Wynnefield Partners Small Cap Value L.P. I
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
13-3953291

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7 SOLE VOTING POWER
308,180

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
308,180

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
308,180

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.4%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

1 NAME OF REPORTING PERSON Channel Partnership II L.P.
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
22-3215653

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
New York

7 SOLE VOTING POWER
24,000

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
24,000

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
24,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

1 NAME OF REPORTING PERSON Wynnefield Small Cap Value Offshore Fund Ltd
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
WC

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

7 SOLE VOTING POWER
164,100

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
164,100

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
164,100

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.3%

14 TYPE OF REPORTING PERSON (See Instructions)
PN

1 NAME OF REPORTING PERSON Nelson Obus
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON
###-##-####

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
(See Instructions)(a) (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
PF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION
U.S.A.

7 SOLE VOTING POWER
20,000

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER
20,000

10 SHARED DISPOSITIVE POWER
0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
20,000

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%

14 TYPE OF REPORTING PERSON (See Instructions)
IN

This Amendment No. 2 to Schedule 13D amends Items 3, 5 and 7 of the Schedule 13D, dated September 4, 1997 (the "Original Schedule 13D"), as amended by Amendment No. 1 thereto, dated October 17, 1997, filed by the Reporting Persons to reflect subsequent purchases of Common Stock by Wynnefield, Wynnefield I and Wynnefield Offshore. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Original Schedule 13D.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is amended by appending the following thereto:

The source of the \$141,939.10 used by Wynnefield to purchase its additional 33,000 shares of Common Stock was its working capital. The source of the \$396,574.61 used by Wynnefield I to purchase its additional 93,400 shares of Common Stock was its working capital. The source of the \$79,858.50 used by Wynnefield Offshore to purchase its additional 18,600 shares of Common Stock was its working capital. No funds were borrowed by any of Wynnefield, Wynnefield I or Wynnefield Offshore in connection with its purchases of Common Stock.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is amended by appending the following:

According to the Corporation's Amendment No. 1 to Annual Report on Form 10-K for the year ended December 31, 1997, as of February 28, 1998, the Corporation had 12,759,226 shares of Common Stock outstanding. As of the date of this Amendment No. 2: Wynnefield is the beneficial owner of 458,720 shares of Common Stock, or 3.6% of the outstanding Common Stock; Wynnefield I is the beneficial owner of 308,180 shares of Common Stock, or 2.4% of the outstanding Common Stock; Wynnefield Offshore is the beneficial owner of 164,100 shares of Common Stock, or 1.3% of the outstanding Common Stock; and the Reporting Persons are the beneficial owner of 985,000 shares of Common Stock, or 7.7% of the outstanding Common Stock.

Item 5(b) is amended by appending the following:

As of the date of this Amendment No. 1: Wynnefield has the sole power to vote, or to direct the vote of, 458,720 shares of Common Stock and the sole power to dispose of, or to direct the disposition of, 458,720 shares of Common Stock; Wynnefield I has the sole power to vote, or to direct the vote of, 308,180 shares of Common Stock and the sole power to dispose of, or to direct the disposition of, 308,180 shares of Common Stock; Wynnefield Offshore the sole power to vote, or to direct the vote of, 164,100 shares of Common Stock and the sole power to dispose of, or to direct the disposition of, 164,100 shares of Common Stock; and the Reporting Persons have the sole power to vote, or to direct the vote of, 975,000 shares of Common Stock and the sole power to dispose of, or to direct the disposition of, 975,000 shares of Common Stock.

Item 5(c) is amended by appending the following:

Reporting Person	Date	No. of Shares Purchased	Price per Share
Wynnefield.....	10/28/97	5,400	\$4.1750
	11/04/97	12,000	4.5500
	12/31/97	4,800	4.1450
	01/02/98	1,800	4.0825
	05/04/98	5,000	4.1796
	05/05/98	4,000	4.1629
Wynnefield I.....	10/28/97	3,600	4.1750
	11/04/97	8,000	4.5500
	11/06/97	2,400	4.5079
	12/31/97	3,200	4.1450
	01/02/98	1,200	4.0825
	02/27/98	30,000	4.2194
	04/30/98	10,000	4.1475
	05/04/98	4,500	4.1802
	05/05/98	10,000	4.2475
	05/05/98	3,000	4.1875
	05/06/98	17,500	4.1875
Wynnefield Offshore.....	10/28/97	1,000	4.1750
	11/04/97	5,000	4.5500
	12/31/97	2,000	4.1450

01/02/98
02/27/98

600
10,000

4.0825
4.2194

All of the foregoing purchases were made in the open market through broker-dealers.

Item 7. Material to Be Filed as Exhibits.

Exhibit 99.1 -- Joint Filing Agreement.

Exhibit 99.2 -- Letter from the Reporting Persons to the Chairman of the Board and President of the Company, dated September 4, 1997.*

Exhibit 99.3 -- Letter from the Reporting Persons to the Board of Directors of the Company, dated September 4, 1997.*

Exhibit 99.4 -- Letter from the Reporting Persons to the Special Committee of the Board of Directors of the Company, dated October 17, 1997.*

Exhibit 99.5 -- Letter from the Reporting Persons to the Chairman of the Board and President of the Company, dated May 18, 1998.

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* Previously filed.

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.

Date: May 18, 1997

WYNNEFIELD PARTNERS SMALL CAP VALUE L.P.

By: WYNNEFIELD CAPITAL MANAGEMENT, LLC,
as general partner

By: /S/ NELSON OBUS

Nelson Obus
Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE L.P. I

By: WYNNEFIELD CAPITAL MANAGEMENT, LLC,
as general partner

By: /S/ NELSON OBUS

Nelson Obus
Managing Member

CHANNEL PARTNERSHIP II L.P. I

By: /S/ NELSON OBUS

Nelson Obus
General Partner

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD

By: WYNNEFIELD CAPITAL, INC.,
as general partner

By: /S/ NELSON OBUS

Nelson Obus
President

/S/ NELSON OBUS

Nelson Obus

JOINT FILING AGREEMENT

The Amendment No. 2 to Schedule 13D, relating to the common stock, par value \$.10 per share, of LSB Industries, Inc., dated May 18, 1998, is filed on behalf of Wynnefield Partners Small Cap Value L.P., Wynnefield Partners Small Cap Value L.P. I, Channel Partnership II L.P., Wynnefield Small Cap Value Offshore Fund Ltd and Nelson Obus.

Dated: May 18, 1998

Date: May 18, 1997

WYNNEFIELD PARTNERS SMALL CAP VALUE L.P.

By: WYNNEFIELD CAPITAL MANAGEMENT, LLC,
as general partner

By: /S/ NELSON OBUS

Nelson Obus
Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE L.P. I

By: WYNNEFIELD CAPITAL MANAGEMENT, LLC,
as general partner

By: /S/ NELSON OBUS

Nelson Obus
Managing Member

CHANNEL PARTNERSHIP II L.P. I

By: /S/ NELSON OBUS

Nelson Obus
General Partner

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD

By: WYNNEFIELD CAPITAL, INC.,
as general partner

By: /S/ NELSON OBUS

Nelson Obus
President

/S/ NELSON OBUS

Nelson Obus

WYNNEFIELD PARTNERS SMALL CAP VALUE L.P.
WYNNEFIELD PARTNERS SMALL CAP VALUE L.P. I
CHANNEL PARTNERSHIP II L.P.
WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD
NELSON OBUS
ONE PENN PLAZA
SUITE 4720
NEW YORK, NEW YORK 10119

May 18, 1998

Mr. Jack E. Golsen
Chairman of the Board and President
LSB Industries, Inc.
16 South Pennsylvania Avenue
Oklahoma City, OK 73107

Dear Jack:

As my updated Schedule 13D filing indicates, we have decided to increase our holdings in LSB Industries. While we have chosen this course of action for a number of reasons, one of them is to protect our earlier investment in light of what we consider continued management indecisiveness.

I find the candor of your Letter to Shareholders dated April 27, 1998 refreshing, but it is unfortunate that it took you so long to recognize the obvious--that the Automotive and Industrial Businesses have been and will continue to be destroyers and not creators of shareholder value. Furthermore, we cannot believe that the spin-off strategy that you are exploring is viable. Both of these operations have lost money for the last four years--in the midst of the best economic conditions this nation has ever experienced. As I argued when I visited you almost 18 months ago--bite the bullet, discontinue them and write them down to their true value, which I suspect is minimal. Your proclivity to stretch out this painful process only further dilutes shareholder value and is a reflection of the chronic lack of strategic clarity which has characterized LSB Industries for years and accounts in part for the Company's abysmal stock performance.

On another note, I applaud the withdrawal of your proposal to obtain voting rights for three million new shares and a 10% preferred security in exchange for three million dollars. Clearly, the proposal was not in the interest of your outside shareholders.

Perhaps we could get together in mid-June to discuss your April 27 Letter to Shareholders. I doubt the stock price will hold at even these depressed levels unless the Company embarks on a path which truly gives it a strategic focus.

Sincerely,

Date: May 18, 1997

WYNNEFIELD PARTNERS SMALL CAP VALUE L.P.

By: WYNNEFIELD CAPITAL MANAGEMENT, LLC,
as general partner

By: /S/ NELSON OBUS

Nelson Obus
Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE L.P. I

By: WYNNEFIELD CAPITAL MANAGEMENT, LLC,
as general partner

By: /S/ NELSON OBUS

Nelson Obus
Managing Member

CHANNEL PARTNERSHIP II L.P. I

By: /S/ NELSON OBUS

Nelson Obus
General Partner

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND LTD

By: WYNNEFIELD CAPITAL, INC.,
as general partner

By: /S/ NELSON OBUS

Nelson Obus
President

/S/ NELSON OBUS

Nelson Obus