

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 HEIDI L BROWN</u> (Last) (First) (Middle) 16 SOUTH PENNSYLVANIA AVENUE (Street) OKLAHOMA OK 73107 CITY (State) (Zip) (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>VP/Managing Counsel/Asst Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) 08/07/2008	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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								105,581	I	By Trusts ⁽¹⁾
Common Stock	08/07/2008		S		1,000	D	\$23.25	21,988	I	As Trustee ⁽²⁾
Common Stock	08/07/2008		S		400	D	\$23.08	21,588	I	As Trustee ⁽²⁾
Common Stock	08/07/2008		S		200	D	\$23.07	21,388	I	As Trustee ⁽²⁾
Common Stock	08/07/2008		S		100	D	\$23.06	21,288	I	As Trustee ⁽²⁾
Common Stock	08/07/2008		S		200	D	\$23.05	21,088	I	As Trustee ⁽²⁾
Common Stock	08/07/2008		S		7,100	D	\$23	13,988	I	As Trustee ⁽²⁾

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					

1. Name and Address of Reporting Person*
SHEAR HEIDI L BROWN
 (Last) (First) (Middle)
 16 SOUTH PENNSYLVANIA AVENUE
 (Street)
 OKLAHOMA OK 73107
 CITY (State) (Zip)
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
SHEAR DAVID MICHAEL

(Last) (First) (Middle)

16 SOUTH PENNSYLVANIA AVENUE

(Street)

OKLAHOMA
CITY

OK

73107

(City)

(State)

(Zip)

Explanation of Responses:

1. The designated reporting person is Heidi L. Brown Shear. Ms. Shear's spouse, David M. Shear, jointly files this report with Ms. Shear. David Shear is Senior Vice President and General Counsel of the Issuer. These shares are held in an account jointly owned by Heidi Shear's revocable trust, of which she is settlor and trustee, and David Shear's revocable trust, of which he is settlor and trustee. This amount does not include, and David Shear disclaims beneficial ownership of 13,988 shares held by two trusts established for the benefit of each of the reporting persons' children. Please see footnote (2) for a description of the children's trusts.

2. These shares are held by two trusts established for the benefit of each of the reporting persons' children, of which Heidi Shear is the trustee and exercises investment and dispositive control over the trusts' portfolio securities. On August 7, 2008, one child's trust sold 5,000 shares and the second child's trust sold 4,000 shares, each pursuant to Rule 10b5-1 Sales Plans adopted on March 14, 2008.

Heidi L. Brown Shear

08/11/2008

David Michael Shear

08/11/2008

** 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.