

LAWSON PRODUCTS INC/NEW/DE/  
Form 4  
February 19, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KDI CAPITAL PARTNERS LLC

2. Issuer Name and Ticker or Trading Symbol  
LAWSON PRODUCTS INC/NEW/DE/ [LAWS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
4101 LAKE BOONE TRAIL, SUITE 218  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/17/2015

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
 10% Owner  
\_\_\_\_ Other (specify below)

RALEIGH, NC 27607

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 02/17/2015                           |  | P                              | 1,859   | A \$ 24.1154 (1)  | 882,395  | I See Footnotes (2) (3)                               |
| Common Stock                    | 02/18/2015                           |  | P                              | 1,492   | A \$ 24.9585 (4)  | 883,887  | I See Footnotes (2) (3)                               |
| Common Stock                    | 02/18/2015                           |  | S                              | 2,000   | D \$ 24.894 (5)   | 881,887  | I See Footnotes (3) (6)                               |

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KDI CAPITAL PARTNERS LLC<br>4101 LAKE BOONE TRAIL<br>SUITE 218<br>RALEIGH, NC 27607 |               | X         |         |       |

## Signatures

Sheldon M Fox 02/19/2015

\*\*Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
  - (1) \$24.1154 is the weighted average purchase price for the transactions reported in this line item. The transactions were consummated at prices ranging from \$23.6200 to \$24.5600. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company. Represents shares deemed to be owned beneficially by KDI Capital Partners LLC (KDI) solely as a result of its discretionary power over
  - (2) such shares as investment advisor to its separately management account clients. KDI disclaims beneficial ownership of such shares except to the extent of KDI's pecuniary interest in such shares, if any.
  - (3) Pursuant to Rule 16(a)-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of the equity securities covered by the statement.

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(4) \$24.9585 is the weighted average purchase price for the transactions reported in this line item. The transactions were consummated at prices ranging from \$24.7500 to \$24.9999. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

(5) \$24.8940 is the weighted average purchase price for the transactions reported in this line item. The transactions were consummated at prices ranging from \$24.6000 to \$25.0000. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.

(6) Represents shares of common stock owned by Capital Partner Investments Limited Partnership ("CPI LP"), of which KDI Capital Partners, LLC ("KDI") owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the CPI LP. KDI disclaims beneficial ownership of shares beneficially owned by CPI LP except to the extent of its pecuniary interest in such shares. This transaction was sale of shares from CPI LP's account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.