

Downing David B
Form 4
November 09, 2005

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Downing David B

2. Issuer Name **and** Ticker or Trading
Symbol
LINDSAY MANUFACTURING CO
[LNN]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
2707 N. 108TH ST., SUITE 102
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/08/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Vice President & CFO

OMAHA, NE 68164

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock			Code V	Amount (D)	Price	0	D

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. D S (	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase	\$ 24.7							(1)	08/30/2014	Common Stock	7,500
Option to Purchase	\$ 24.29							(3)	08/15/2015	Common Stock	15,000
Option to Purchase	\$ 19.33	11/08/2005		A		3,750		(4)	11/08/2005	Common Stock	3,750
Restricted Stock Unit	(5)	11/08/2005		A		1,364		(6)	(6)	Common Stock	1,364

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Downing David B 2707 N. 108TH ST. SUITE 102 OMAHA, NE 68164	Vice President & CFO

Signatures

Dave Downing 11/08/2005

**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) The option vests in five equal annual installments beginning on August 30, 2005.

(2) Option Grant

(3) The option vests in five equal annual installments beginning on August 15, 2006.

(4) The option vests in five equal annual installments beginning on November 8, 2006.

(5) Each restricted stock unit represents a contingent right to receive one share of LNN common stock.

The restricted stock units vest in three equal annual installments beginning on November 1, 2006. Vested shares will be delivered to the reporting person as soon as practicable following the relevant vesting date. The Company will retain from each distribution, shares of common stock required to satisfy minimum tax withholding obligations.

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

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