

**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* <b>JONES JIMMIE D</b>			2. Issuer Name and Ticker or Trading Symbol <b>LSB INDUSTRIES INC [ LXU ]</b>			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) <b>Sr VP/Controller/Treasurer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/21/2004</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
16 SOUTH PENNSYLVANIA AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <b>OKLAHOMA CITY OK 73107</b>								
(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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/09/2004		G	V	2,300	D	\$0	63,648	D	
Common Stock	06/21/2004		S		1,000	D	\$7.7	62,648	D	
Common Stock	06/21/2004		S		1,000	D	\$7.65	61,648	D	

**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					
Incentive Stock Option	\$4.875							06/27/2000	06/27/2006	Common Stock	4,000	4,000 <sup>(1)</sup>	D	
Incentive Stock Option	\$4.125							11/19/2000	11/19/2006	Common Stock	60,000	60,000 <sup>(1)</sup>	D	
Incentive Stock Option	\$1.25							07/08/2003	07/08/2009	Common Stock	65,000	65,000 <sup>(1)</sup>	D	
Incentive Stock Option	\$2.73							(1)	11/09/2011	Common Stock	15,000	15,000 <sup>(1)</sup>	D	
Nonqualified Stock Option	\$1.25							07/08/2003	07/08/2009	Common Stock	35,000	35,000 <sup>(2)</sup>	D	

**Explanation of Responses:**

- LSB Industries, Inc. (the "Issuer") granted to Mr. Jones a number of Incentive Stock Options ("ISOs") under the Issuer's Incentive Stock Option Plans. Each ISO is for a term of ten years from the date of grant and each ISO vests at the end of years one through four in the following amounts: 20%, 20%, 30% and 30%. The ISOs are fully vested at the end of year four. An ISO for 15,000 shares of Common Stock, exercisable at \$2.73, was granted to Mr. Jones on November 9, 2001. As of the date of this report, the total number of shares underlying the ISOs held by Mr. Jones was 144,000.
- Nonqualified Stock Option ("NQSO") granted by the Issuer to Mr. Jones under the Issuer's Non-Qualified Stock Option Agreement - 1999 (the "1999 Plan"), for the purchase of up to 35,000 shares of the Company's Common Stock at an option price of \$1.25 per share. The NQSO vests at the end of years one through four in the following amounts: 20%, 20%, 30%, and 30%. The NQSO is fully vested at the end of year four. The NQSO is for a term of ten years from the date of grant.

Jimmie D. Jones 06/22/2004  
 \*\* 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.