

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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                                 |           |
|--|-----------|
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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).

|  |         |          |  |  |  |  |  |  |
|--|---------|----------|--|--|--|--|--|--|
| 1. Name and Address of Reporting Person*<br><b>RAPPAPORT LINDA F</b> |         |          | 2. Issuer Name and Ticker or Trading Symbol<br><b>LSB INDUSTRIES INC [ LXU ]</b> |  |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br>Director <input checked="" type="checkbox"/> 10% Owner<br>Officer (give title below) _____ Other (specify below) _____              |  |  |
| (Last)   | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/07/2011</b>            |  |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |  |  |
| P O BOX 705  |         |          | 4. If Amendment, Date of Original Filed (Month/Day/Year)                         |  |  |  |  |  |
| (Street)<br><b>OKLAHOMA CITY OK 73102</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                    |                                      |  |                                |   |   |            | 30,000                 | D   |  |   |
| Common Stock                    | 03/07/2011                           |  | S                              |   | 18,930 <sup>(1)</sup>   | D          | \$35.03 <sup>(9)</sup> | 102,503   | I  | By Spouse <sup>(1)</sup>                              |
| Common Stock                    | 03/08/2011                           |  | S                              |   | 1,070 <sup>(1)</sup>  | D          | \$34.99                | 101,433   | I  | By Spouse <sup>(1)</sup>                              |
| Common Stock                    | 03/07/2011                           |  | S                              |   | 3,079   | D          | \$34.88 <sup>(8)</sup> | 60,819 <sup>(4)</sup>   | I  | By GFLLC <sup>(2)</sup>                               |
| Common Stock                    | 03/07/2011                           |  | S                              |   | 1,244   | D          | \$35.83 <sup>(8)</sup> | 59,575 <sup>(4)</sup>   | I  | By GFLLC <sup>(2)</sup>                               |
| Common Stock                    |                                      |  |                                |   |   |            |                        | 320,629 <sup>(4)</sup>  | I  | By SBL <sup>(3)</sup>                                 |

**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 | Title   | Amount or Number of Shares |  |  |   |  |
| 5.5% Convertible Debentures <sup>(5)</sup> | (5)  | 03/07/2011                           |  | S                              |   |  | \$1,000,000 <sup>(5)</sup> | (5)  | 07/01/2012      | Common Stock  | 36,400                     | \$1,252,400 <sup>(10)</sup>                | 0 <sup>(5)</sup>   | D   |  |
| 5.5% Convertible Debentures <sup>(5)</sup> | (5)  | 03/07/2011                           |  | S                              |   |  | \$42,365 <sup>(5)</sup>    | (5)  | 07/01/2012      | Common Stock  | 1,542                      | \$53,097 <sup>(10)</sup>                   | \$42,365 <sup>(4)(5)</sup>   | I   | By GFLLC <sup>(2)</sup>                                |
| 5.5% Convertible Debentures <sup>(5)</sup> | (5)  | 03/07/2011                           |  | S                              |   |  | \$340,000 <sup>(5)</sup>   | (5)  | 07/01/2012      | Common Stock  | 12,376                     | \$426,122 <sup>(10)</sup>                  | \$340,000 <sup>(4)(5)</sup>  | I   | By SBL <sup>(3)</sup>                                  |
| Series B Preferred                         | (6)  |                                      |  |                                |   |  |                            | (6)  | (6)             | Common Stock  | 17,061                     |  | 512 <sup>(4)</sup>   | I   | By GFLLC <sup>(2)</sup>                                |
| Series B Preferred                         | (6)  |                                      |  |                                |   |  |                            | (6)  | (6)             | Common Stock  | 90,666                     |  | 2,720 <sup>(4)</sup>   | I   | By SBL <sup>(3)</sup>                                  |
| Series D Preferred                         | (7)  |                                      |  |                                |   |  |                            | (7)  | (7)             | Common Stock  | 42,500                     |  | 170,000 <sup>(4)</sup>   | I   | By SBL <sup>(3)</sup>                                  |
| Series D Preferred                         | (7)  |                                      |  |                                |   |  |                            | (7)  | (7)             | Common Stock  | 5,296                      |  | 21,183 <sup>(4)</sup>  | I   | By GFLLC <sup>(2)</sup>                                |

**Explanation of Responses:**

- These shares are owned of record by the reporting person's spouse. The reporting person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the reporting person is the beneficial owner of these shares for any purpose, including Section 16 of the Securities Exchange Act of 1934, as amended.
- Golsen Family, L.L.C. ("GFLLC") is owned by Jack E. Golsen, chief executive officer and chairman of the board of the Issuer, through his revocable trust (43.516%), his spouse, Sylvia Golsen through her revocable trust (43.516%), his sons, Barry H. Golsen, a director and the president of the Issuer (4.323%), and Steven J. Golsen, executive officer of a subsidiary of the Issuer (4.323%), and his daughter, the reporting person (4.323%). The reporting person disclaims beneficial ownership of the Issuer securities held by GFLLC, except to the extent of her pecuniary interest therein.
- SBL, LLC ("SBL") is owned by GFLLC (49%), Barry Golsen (17%), Steven Golsen (17%), and Linda Rappaport (17%). Golsen Petroleum Corporation ("GPC") is a wholly owned subsidiary of SBL. The amount shown in Table I includes 1,602,099 shares owned by SBL and 283,955 shares owned directly by GPC, and the amount shown in Table II includes 12,000 shares of the Issuer's Series B Preferred owned by SBL and 4,000 shares of the Issuer's Series B Preferred owned directly by GPC. Voting and dispositive power over the securities held by SBL and GPC is possessed by Jack E. Golsen, who is the chief executive officer and chairman of the board of the Issuer, and Barry Golsen, a director and the president of the Issuer.
- The amount of Issuer securities shown as beneficially owned by the reporting person is based on the reporting person's proportionate ownership in (1) GFLLC, which is comprised of (a) GFLLC's direct ownership of Issuer securities and (b) GFLLC's indirect ownership of Issuer securities through its proportionate ownership in SBL, and (2) SBL, which is comprised of SBL's direct ownership of Issuer securities.
- The Issuer's 5.5% Convertible Senior Subordinated Debentures due 2012 (the "Debentures") are convertible at any time at the option of the holder in whole or in part into the Issuer's common stock prior to their maturity. The conversion rate of the Debentures is 36.4 shares of the Issuer's common stock per \$1,000 principal amount of Debentures (representing a conversion price of \$27.47 per share of common stock), subject to adjustment under certain conditions as set forth in the Indenture, dated June 28, 2007 (the "Indenture"), by the Issuer in favor of UMB Bank, N.A., as Trustee, filed as Exhibit 4.2 to the Issuer's Form 8-K on June 29, 2007. The

Debentures bear interest at the rate of 5.5% per year and mature on July 1, 2012. On March 7, 2011, SBL sold \$2,000,000 principal amount of the Debentures for an aggregate purchase price of \$2,506,600, and the amounts disclosed in this report represent the reporting person's pecuniary interest in such sale. See footnote 4.

6. Each share of the Issuer's Series "B" 12% Cumulative Preferred Stock is convertible, at the option of the holder into 33.3333 shares of the Issuer's common stock. Each share is convertible as long as such is outstanding.

7. The Issuer's Series "D" 6% Cumulative, Convertible Class C Preferred Stock is convertible at the option of the holder into the Issuer's common stock at the rate of four shares of Preferred "D" for one share of common stock. Each share is convertible as long as such is outstanding.

8. On March 7, 2011, GFLLC sold a total of 100,000 shares of the issuer's common stock, comprised of 71,222 shares sold at a weighted average price per share of \$34.88 based on multiple prices ranging from \$34.52 to \$35.51, and 28,778 shares sold at a weighted average price per share of \$35.83 based on multiple prices ranging from \$35.52 to \$36.24. The reporting persons undertake to provide to the Issuer, any securityholder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range. These shares were sold pursuant to the Rule 10b5-1 Sales Plan adopted by GFLLC on December 29, 2010.

9. On March 7, 2011, Claude Rappaport, the reporting person's spouse, sold a total of 18,930 shares of the issuer's common stock at the weighted average price per share of \$35.03, which is based on multiple prices ranging from \$35.00 to \$35.23. The reporting persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within such range.

10. In addition to the purchase price, SBL received \$21,083.33 for 69 days of accrued interest in addition to the purchase price paid for the \$2,000,000 in Debentures sold, and Linda F. Rappaport received \$10,541.67 for 69 days of accrued interest for the \$1,000,000 in Debentures she sold.

**Remarks:**

Jack E Golsen, Attorney-in-Fact    03/09/2011

\*\* 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.

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