

**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
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1. Name and Address of Reporting Person * <u>GOSS DAVID R</u>  (Last) (First) (Middle) <u>16 SOUTH PENNSYLVANIA AVENUE</u>  (Street) <u>OKLAHOMA OK 73107</u>  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Ex VP-Operations/Asst Sec</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/13/2009</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	05/13/2009		J <sup>(1)</sup>	V	600	D	\$0	0	I	As UGMA Custodian <sup>(1)</sup>
Common Stock	05/20/2009		S		10,300	D	\$14.65 <sup>(2)</sup>	160,694	D	
Common Stock	05/20/2009		F		8,673	D	\$14.09	152,021	D	
Common Stock	05/20/2009		M		65,000	A	\$1.25	217,021	D	
Common Stock	05/20/2009		M		15,000	A	\$2.73	232,021	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						Title
Incentive Stock Option <sup>(3)</sup>	\$2.73	05/20/2009		M			15,000	(3)	11/29/2011	Common Stock	15,000	\$0	0	D	
Incentive Stock Option <sup>(3)</sup>	\$1.25	05/20/2009		M			65,000	(3)	07/08/2009	Common Stock	65,000	\$0	0	D	

**Explanation of Responses:**

- The reporting person resigned as custodian of this account over which the reporting person possessed no pecuniary interest.
- On May 20, 2009, the reporting person sold a total of 10,300 shares of the Issuer's common stock at the weighted average price per share of \$14.65, which is based on the following sales of the Issuer's common stock at the respective price per share: (a) \$14.69 - 5,300 shares, (b) \$14.60 - 2,500 shares, (c) \$14.58 - 1,568 shares, and (d) \$14.63 - 932 shares.
- Incentive Stock Options ("ISO") granted by the Issuer to the reporting person. All ISOs the reporting person holds are currently exercisable. As of the date of this report, the total number of shares underlying the ISOs the reporting person holds is zero.

**Remarks:**

David R. Goss 05/21/2009  
 \*\* 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.