

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) January 12, 2009

LSB INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

1-7677

73-1015226

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

16 South Pennsylvania, Oklahoma City, Oklahoma

73107

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(405) 235-4546

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 5 – Corporate Governance and Management

Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the January 5, 2009 expiration of LSB Industries, Inc.'s (the "Company") former preferred share rights plan (the "Expired Plan"), the Company filed a Certificate of Elimination with the Delaware Secretary of State on January 12, 2009, to eliminate the designation of the Company's Series 3 Participating Class C Preferred Stock ("Series 3 Preferred") that was issuable under the Expired Plan. The Certificate of Elimination eliminated all reference to the Series 3 Preferred from the Company's Restated Certificate of Incorporation. All shares of Series 3 Preferred reserved for issuance under the Expired Plan resumed the status of authorized and unissued shares of the Company's Class C Preferred Stock. A copy of the Certificate of Elimination is attached as Exhibit 3(i).1 to this report on Form 8-K and is incorporated herein by reference.

The Company previously disclosed its adoption of the Renewed Rights Agreement with UMB Bank, n.a., as Rights Agent, providing for a new preferred share rights plan in the Company's current report on Form 8-K, filed with the Securities and Exchange Commission on December 5, 2008. As previously disclosed, the Renewed Rights Agreement became effective upon the expiration of the Expired Plan.

Item 9.01 Financial Statement and Exhibits

(d) Exhibits.

Exhibit No. Description

3(i).1 Certificate of Elimination of Series 3 Participating Class C Preferred Stock, dated January 7, 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 13, 2009

LSB INDUSTRIES, INC.

By: /s/ Tony M. Shelby

Tony M. Shelby,

Executive Vice President of Finance and Chief Financial Officer

**CERTIFICATE OF ELIMINATION
OF
SERIES 3 PARTICIPATING CLASS C
PREFERRED STOCK
OF
LSB INDUSTRIES, INC.**

LSB INDUSTRIES, INC., a corporation organized and existing under the General Corporation Law of the State of Delaware (hereinafter called the "Corporation"), hereby certifies the following:

1. That the Certificate of Designations of the Series 3 Participating Class C Preferred Stock, no par value, of the Corporation (the "Series 3 Preferred") was filed with the Delaware Secretary of State on February 5, 1999 (the "Certificate of Designations").

2. That no shares of the Series 3 Preferred are outstanding and no shares of Series 3 Preferred subject to the Certificate of Designations previously filed with respect to the Series 3 Preferred will be issued.

3. All shares of Series 3 Preferred reserved for issuance shall have the status of authorized and unissued shares of the Corporation's Class C Preferred Stock.

4. That effective November 13, 2008, the Board of Directors of the Corporation unanimously adopted the following resolutions:

RESOLVED FURTHER, that upon the Existing Rights Plan Expiration Date it does not appear that any shares of the series designated as Series 3 Participating Class C Preferred Stock will be issued and outstanding and, if, upon the Existing Rights Plan Expiration Date, no shares of Series 3 Participating Class C Preferred Stock are outstanding, the officers of the Corporation are hereby authorized and directed, for and on behalf of the Corporation, to execute, deliver and file with the Delaware Secretary of State a Certificate of Elimination to eliminate the Series designated as Series 3 Participating Class C Preferred Stock.

5. That pursuant to the provisions of § 151(g) of the Delaware General Corporation Law, upon the effective date of the filing of this Certificate, this Certificate will have the effect of eliminating from the Corporation's Restated Certificate of Incorporation only those matters set forth in the Certificate of Designations, with respect to the Series 3 Preferred.

IN WITNESS WHEREOF, this Certificate of Elimination has been executed this 7th day of January 2009, by the Chief Financial Officer of the Company.

LSB INDUSTRIES, INC.

By: /s/ Tony M. Shelby_____
Tony M. Shelby,
Chief Financial Officer