

**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): February 18, 2010

**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 Avenue, 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 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

On February 18, 2010, the Board of Directors of LSB Industries, Inc. (the "Company") increased the number of its members from 13 to 14 and elected Ms. Gail Lapidus to serve in the newly-created vacancy. Ms. Lapidus will serve with the class of directors having a term ending at the annual meeting of shareholders in 2012.

The Board of Directors has determined that Ms. Lapidus is "independent" under the criteria of the New York Stock Exchange. There are no arrangements or understandings between Ms. Lapidus and any other person pursuant to which Ms. Lapidus was elected as a director of the Company. In addition, the Company is not aware of any relationships or related party transactions involving Ms. Lapidus that would require disclosure pursuant to Item 404(a) of Regulation S-K under the Securities Exchange Act of 1934, as amended.

The press release issued by the Company announcing the election of Ms. Lapidus as a director is attached hereto as Exhibit 99.1.

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

On February 18, 2010, the Board of Directors of the Company adopted and approved, effective immediately, the First Amendment to the Amended and Restated Bylaws of the Company (the "First Amendment"). The First Amendment increases the maximum number of directors of the Company from 13 to 14 directors.

The full text of the First Amendment is attached hereto as Exhibit 3(ii).

**Section 9 – Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits.

3(ii) First Amendment to Amended and Restated Bylaws of LSB Industries, Inc., dated February 18, 2010.

99.1 Press Release issued on February 22, 2010, by LSB Industries, Inc.

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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: February 22, 2010

LSB INDUSTRIES, INC.

By: /s/ Tony M. Shelby  
Tony M. Shelby,  
Executive Vice President of Finance and  
Chief Financial Officer

**FIRST AMENDMENT  
TO THE AMENDED AND RESTATED BYLAWS  
OF  
LSB INDUSTRIES, INC.**

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The following amendment to the Amended and Restated Bylaws of LSB Industries, Inc. (the "Corporation") to increase the maximum number of directors from thirteen to fourteen was approved and adopted by the Board of Directors of the Corporation at their meeting held on February 18, 2010:

1. Section 1. Number, Term, Qualifications and Vacancies. ARTICLE IV of the Amended and Restated Bylaws of the Corporation is hereby deleted in its entirety and in lieu thereof a new Section 1 is substituted in place thereof, which reads as follows:

"Section 1. Number, Term, Qualifications and Vacancies. The property, business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

The number of directors that shall constitute the whole Board of Directors may be fixed from time to time pursuant to a resolution adopted by a vote of two-thirds of the entire Board of Directors and may consist of no fewer than three nor more than fourteen members. The directors shall be divided into three classes. Each class shall consist, as nearly as possible, of one-third of the whole number of the Board of Directors. At each annual election of the successors to the class of directors whose terms have expired in that year shall be elected to hold office for a term of three years. Each director elected shall hold office until his successor is elected and qualified or until his earlier resignation or removal. Directors and officers need not be stockholders.

Vacancies and newly created directorships resulting from any increase in the authorized number of directors shall be filled only by a majority of the directors then in office, although less than a quorum, or by the sole remaining director. Each director chosen to fill a vacancy or newly created directorship shall hold office until the next election of the class for which such directors shall have been chosen and until his successor is duly elected and qualified or until his earlier resignation or removal."

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2. The Amended and Restated Bylaws of LSB Industries, Inc., dated August 20, 2009, as amended and modified by this First Amendment to the Amended and Restated Bylaws of LSB Industries, Inc., dated February 18, 2010, sets forth the entire Bylaws of LSB Industries, Inc. This First Amendment to the Amended and Restated Bylaws of LSB Industries, Inc., is effective as of the 18<sup>th</sup> day of February, 2010, the date the Board of Directors adopted and approved such amendment.

Dated: February 18, 2010

LSB INDUSTRIES, INC.

/s/ Jack E. Golsen

Jack E. Golsen  
Chairman of the Board

[S E A L]

/s/ David M. Shear

David M. Shear, Secretary



**FOR IMMEDIATE RELEASE**

COMPANY CONTACT: Investor Relations Contact:  
Tony M. Shelby, Chief Financial Officer Linda Latman (212) 836-9609  
(405) 235-4546 Lena Cati (212) 836-9611  
The Equity Group Inc.

**LSB INDUSTRIES NAMES GAIL LAPIDUS TO ITS BOARD OF DIRECTORS**

Oklahoma City, Oklahoma – February 22, 2010 - LSB Industries, Inc. (“LSB” or the “Company”), (NYSE: LXU) today announced that its Board of Directors has increased the size of the Board to 14 directors and has elected Gail Lapidus to serve in the newly-created vacancy in the class of directors to stand for re-election in 2012. The Board has determined that Ms. Lapidus is an independent director based on the New York Stock Exchange criteria.

Ms. Lapidus, age 58, is the Executive Director and CEO of Family & Children’s Services (“FCS”), a premiere human services provider in the Tulsa, Oklahoma metro area. Ms. Lapidus has been with the 85 year old agency for 35 years and has served as its Executive Director since 1986. During her tenure, FCS has become the largest outpatient community mental health center in the state of Oklahoma for children, families and individuals without sufficient economic resources or health insurance. FCS, which has an annual budget of more than \$33 million and a staff of over 500, has attracted national recognition and research grants for the services it provides.

Ms. Lapidus received her undergraduate degree and a Master’s Degree in Social Work from the University of Oklahoma where she was later named an inaugural inductee into the Hall of Honor for outstanding leadership in professional practice. She has received numerous honors, including being named a finalist for the soon to be announced One Award for FCS from the Oklahoma Center for Non Profits, the Pinnacle Award 2003 in the Family Category from The Tulsa Mayor’s Commission on the Status of Women and the Tulsa Women’s Foundation. Her honors also include recognition in 2002 from the Mental Health Association in Tulsa and a 2001 Special Award from the Community Service Council of Greater Tulsa for her work on behalf of Tulsa’s families.

Commenting, Jack Golsen, LSB’s Chairman & Chief Executive Officer, noted, “Gail has made an extraordinary contribution to the State of Oklahoma. The number of people that she has helped through FCS and other associations, is matched only by the number she has inspired. Gail has also proved to be a superb leader running a multi-million dollar organization, setting and meeting priorities, managing people and executing highly successful and exemplary programs. Gail is the first woman to serve our Board. She is well-respected for her management and communications skills, and for getting impossible jobs done. On behalf of our entire Board, we welcome Gail.”

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LSB is a manufacturing, marketing and engineering company. LSB's principal business activities consist of the manufacture and sale of commercial and residential climate control products, such as geothermal and water source heat pumps, hydronic fan coils, large custom air handlers, the manufacture and sale of chemical products for the mining, agricultural and industrial markets, and the provision of specialized engineering services and other activities. LSB Industries is included in the Russell 2000 Index and the Russell 3000 Index.

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