

**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) March 6, 2007

LSB INDUSTRIES, INC.

Delaware

(Exact name of registrant as specified in its charter)

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 3 - Securities and Trading Markets

Item 3.03 Material Modification to Rights of Security Holders

At the Special Meeting of Stockholders held on Tuesday, March 6, 2007, the stockholders of LSB Industries, Inc. (the "Company") approved the proposed amendments to the Certificate of Designations of its \$3.25 Convertible Exchangeable Class C Preferred Stock, Series 2 (the "Series 2 Preferred").

The terms of the Series 2 Preferred originally provided that the holders of Series 2 Preferred have the right to elect two directors to the Company's board of directors when at least six quarterly dividends on the Series 2 Preferred are in arrears and unpaid. The amendments approved at the Special Meeting provide that such right may be exercised only if and so long as at least 140,000 shares of Series 2 Preferred are issued and outstanding.

The amendments also permit the Company to purchase or otherwise acquire shares of the Company's common stock for a five year period even though cumulative accrued and unpaid dividends exist on the Series 2 Preferred. The five year period does not commence unless and until the Company completes a tender offer for at least 180,000 shares of the outstanding Series 2 Preferred.

On March 6, 2007, the Certificate of Amendment to the Certificate of Designation of the Series 2 Preferred was filed with the Office of the Delaware Secretary of State in the form approved by the stockholders at the Special Meeting. The Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

Section 9 - Financial Statements and Exhibits

Item 9.01: Financial Statements And Exhibits.

(c) Exhibits:

Exhibit Number	Description
3.1 99.1	Certificate of Amendment to Certificate of Designation of \$3.25 Convertible Exchangeable Class C Preferred Stock, Series 2 Press Release, dated March 6, 2007

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: March 6, 2007

LSB INDUSTRIES, INC.

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

Certificate of Amendment
to the
Certificate of Designations of the
\$3.25 Convertible Exchangeable Class C Preferred Stock, Series 2
of
LSB Industries, Inc.

To: Secretary of State
State of Delaware

LSB Industries, Inc., a Delaware corporation (the "Company"), for the purpose of amending its Restated Certificate of Incorporation by amending the Certificate of Designations of the \$3.25 Convertible Exchangeable Class C Stock, Series 2 (the "Certificate of Designations"), as provided by Section 242 of the Delaware General Corporation Law, hereby certifies:

1. The Certificate of Designations was originally filed with the Secretary of State on May 21, 1993.
2. The second paragraph of Section 3(a) of the Certificate of Designations is hereby amended and restated to read in its entirety as follows:

No dividends or other distributions, other than dividends payable solely in shares of Common Stock or other Junior Stock or distributions of Rights, as defined below, shall be declared, paid or set apart for payment on, and, except as otherwise provided below in this Section 3(a), no purchase, redemption or other acquisition shall be made by the Corporation of, any shares of Common Stock or other Junior Stock (or any payment made in respect of or made available to a sinking fund for the redemption of any shares of Junior Stock) unless and until all cumulative and unpaid dividends on the Convertible Exchangeable Preferred Stock shall have been paid or declared and set apart for payment through the last dividend Due Date. Notwithstanding the foregoing, during the period that cumulative and unpaid dividends exist on the Convertible Exchangeable Preferred Stock, the Corporation may purchase, redeem or otherwise acquire in any manner or for any reason any shares of Common Stock or other Junior Stock (including, but not limited to, pursuant to existing or future stock option plans or otherwise) for a period of five years from the completion of an exchange or tender offer by the Corporation occurring after January 1, 2007, for at least 180,000 outstanding shares of the Convertible Exchangeable Preferred Stock.

3. The first sentence of the first paragraph of Section 7(b) of the Certificate of Designations is hereby amended and restated to read in its entirety as follows:

If, and only so long as, at least 140,000 shares of Convertible Exchangeable Preferred Stock are issued and outstanding (excluding shares held in treasury), whenever dividends on the Convertible Exchangeable Preferred Stock shall be in arrears and unpaid, whether or not declared, in an amount equal to at least six quarterly dividends (whether or not consecutive) (i) the number of members of the Board shall be increased by two, effective as of the time of election of such directors as hereinafter provided, and (ii) the holders of the Convertible Exchangeable Preferred Stock (voting separately as a class with all other affected classes or series of the Parity Stock upon which like voting rights have been conferred and are exercisable) will have the exclusive right to vote for and elect such two additional directors of the Corporation at any meeting of stockholders of the Corporation at which directors are to be elected held during the period that any dividends on the Convertible Exchangeable Preferred Stock remain in arrears.

4. No other provisions of the Certificate of Designations or the Restated Certificate of Incorporation of the Company are amended or changed by this Amendment.

5. At a meeting of the Board of Directors held on the 9th day of January 2007, a resolution was duly adopted setting forth the foregoing proposed amendment declaring such amendment to be advisable and setting a Special Meeting of Stockholders of the Company for consideration thereof.

6. Thereafter, pursuant to said resolution of its Board of Directors, the Special Meeting of Stockholders of the Company was duly called and held on March 6, 2007, at which meeting the necessary number of shares as required by statute and the Certificate of Designations were voted in favor of such amendment.

Such Amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

In Witness Whereof, the undersigned does cause this Certificate to be signed by its Chief Executive Officer and attested by its Secretary this 6th day of March 2007.

LSB Industries, Inc., a Delaware corporation

Attest:

/s/ David M. Shear
David M. Shear, Secretary

/s/ Jack E. Golsen
Jack E. Golsen, Chief Executive Officer

COMPANY CONTACT:

Tony M. Shelby, Chief Financial Officer
(405) 235-4546

Investor Relations Contact:

Linda Latman (212) 836-9609
Lena Cati (212) 836-9611
The Equity Group Inc.

FOR IMMEDIATE RELEASE

LSB INDUSTRIES, INC. ANNOUNCES STOCKHOLDER APPROVAL OF AMENDMENTS TO \$3.25 PREFERRED STOCK

Oklahoma City, Oklahoma . . . March 6, 2007 . . . LSB Industries, Inc. (“the Company”), (AMEX: LXU), today announced that at its Special Meeting of Stockholders held on Tuesday, March 6, 2007, its stockholders approved the proposed amendments to the Certificate of Designations of its \$3.25 Convertible Exchangeable Class C Preferred Stock, Series 2 (the “Series 2 Preferred”).

The terms of the Series 2 Preferred originally provided that the holders of Series 2 Preferred have the right to elect two directors to the Company’s board of directors when at least six quarterly dividends on the Series 2 Preferred are in arrears and unpaid. The amendments approved at the Special Meeting provide that such right may be exercised only if and so long as at least 140,000 shares of Series 2 Preferred are issued and outstanding.

The amendments also permit the Company to purchase or otherwise acquire shares of the Company’s common stock for a five year period even though cumulative accrued and unpaid dividends exist on the Series 2 Preferred. The five year period does not commence unless and until the Company completes a tender offer for at least 180,000 shares of the outstanding Series 2 Preferred.

On February 9, 2007, the Company commenced a tender offer for up to 309,807 of the 499,102 shares of Series 2 Preferred currently outstanding. The tender offer is scheduled to expire on March 12, 2007, unless extended or earlier terminated by the Company. The approval of the amendments to the Certificate of Designation satisfies one of the conditions precedent to the completion of the tender offer.

LSB is a manufacturing, marketing, and engineering company with activities on a world wide basis. LSB’s principal business activities consist of the manufacture and sale of commercial and residential climate control products, the manufacture and sale of chemical products for the mining, agricultural and industrial markets, the provision of specialized engineering services, and other activities.

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