

MCCARTHY KENT C
Form 4/A
August 23, 2007

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCARTHY KENT C

2. Issuer Name and Ticker or Trading Symbol
LSB INDUSTRIES INC [LXU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5410 WEST 61ST PLACE, SUITE 100

3. Date of Earliest Transaction (Month/Day/Year)
08/21/2007

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ Other (specify below)

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/16/2007

6. Individual or Joint/Group Filing(Check Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

MISSION, KS 66205

(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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/21/2007 ⁽¹⁾		C		349,220	A	<u>(2)</u>	2,215,288 ⁽³⁾	I	Jayhawk Institutional Partners, L.P. ⁽⁴⁾
Common Stock	08/21/2007 ⁽¹⁾		C		321,826	A	<u>(5)</u>	892,588	I	Jayhawk Investments, L.P. ⁽⁴⁾
Common Stock	06/25/2007		G	V	10,000	D	\$ 0	214,240	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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of common stock in accordance with the terms of the Class C Preferred Series 2 Stock.

- (3) The amount of securities beneficially owned by the reporting person, through Jayhawk Institutional, following the transaction was reported in the reporting person's previous Form 4 filed on August 16, 2007 as 2,074,248. However, the actual amount of securities beneficially owned by the reporting person, through Jayhawk Institutional, following the transaction was 2,215,288.

As of the reporting date, Kent C. McCarthy is deemed the indirect beneficial owner of (i) 2,215,288 shares of common stock held by Jayhawk Institutional and (ii) 892,588 shares of common stock held by Jayhawk Investments, L.P. ("Jayhawk Investments"). Mr.

- (4) McCarthy disclaims beneficial ownership of all securities covered by this statement (except to the extent of any pecuniary interest therein) and this report shall not be deemed an admission that such reporting person is the beneficial owner of such securities for purposes of Section 16 or any other purpose.
- (5) The reporting person, through Jayhawk Investments, converted 74,342 shares of Class C Preferred Series 2 Stock on August 21, 2007 into 321,826 shares of common stock in accordance with the terms of the Class C Preferred Series 2 Stock.
- (6) Each share of the Class C Preferred Series 2 Stock was convertible into 4.329 shares of common stock at any time, and had no expiration date.

Remarks:

This Form 4 is filed by Mr. McCarthy. Form 4s reporting the transactions herein were also filed by Jayhawk Capital Manager ("Jayhawk Capital") and Jayhawk Institutional. Mr. McCarthy is the manager of Jayhawk Capital, which is the general partner and manager of Jayhawk Institutional and of Jayhawk Investments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.