

STUEBER FREDERICK G

Form 4

December 28, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
STUEBER FREDERICK G

2. Issuer Name **and** Ticker or Trading
Symbol
LINCOLN ELECTRIC HOLDINGS
INC [LECO]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
22801 ST. CLAIR AVENUE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/27/2005

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Sr. VP, General Counsel & Secy

CLEVELAND, OH 44117

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

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

(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)
Common Shares	12/27/2005		M	V Amount (A) or (D) Price 4,000 A \$ 23.46	0	D	
Common Shares	12/27/2005		S ⁽¹⁾	416 D \$ 40.7	0	D	
Common Shares	12/27/2005		S ⁽¹⁾	690 D \$ 40.72	0	D	
Common Shares	12/27/2005		S ⁽¹⁾	100 D \$ 40.6	0	D	
Common Shares	12/27/2005		S ⁽¹⁾	100 D \$ 40.58	0	D	

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Common Shares	12/27/2005	<u>S</u> (1)	600	D	\$ 40.57	0	D
Common Shares	12/27/2005	<u>S</u> (1)	100	D	\$ 40.54	0	D
Common Shares	12/27/2005	<u>S</u> (1)	1,994	D	\$ 40.53	5,000	D

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

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(9-02)

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 Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.46	12/27/2005		M		4,000		11/20/2004	11/20/2012	Common Shares	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships
STUEBER FREDERICK G 22801 ST. CLAIR AVENUE CLEVELAND, OH 44117	Director 10% Owner Officer Other Sr. VP, General Counsel & Secy

Signatures

/s/ Jennifer I. Ansberry, Jennifer I. Ansberry as Attorney-in-Fact for Frederick G. Stueber

12/28/2005

 **Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) Shares sold pursuant to a Rule 10b5-1 trading arrangement dated November 12, 2004.

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

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