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

FORM 10-Q

Quarterly Report under Section 13 or 15(d) of
The Securities Exchange Act of 1934

For quarterly period ended September 30, 2002 Commission file no. 0-10546

LAWSON PRODUCTS, INC.
(Exact name of registrant as specified in its charter)

Delaware	36-2229304
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1666 East Touhy Avenue, Des Plaines, Illinois	60018
(Address of principal executive offices)	(Zip Code)

Registrant's telephone no., including area code: (847) 827-9666

Not applicable
Former name, former address and former fiscal year, if changed since last report.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date 9,503,611 Shares, $1 par value, as of October 14, 2002.

PART I - FINANCIAL INFORMATION

ITEM 1 FINANCIAL STATEMENTS

LAWSON PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except share data)

	September 30, 2002 (unaudited)	December 31, 2001
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 3,491	$ 6,987
Marketable securities	1,162	1,737
Accounts receivable, less allowance for doubtful accounts	47,183	44,314
Inventories (Note B)	60,849	65,543
Miscellaneous receivables and prepaid expenses	12,013	12,009
Deferred income taxes	2,493	2,471
Total Current Assets	127,191	133,061
Property, plant and equipment, less allowances for depreciation and amortization	40,129	39,059
Investments in real estate	1,255	945
Deferred income taxes	11,204	10,679
Goodwill, less accumulated amortization	28,649	28,810
Other assets	15,537	20,226
Total Assets	$ 223,965	$ 232,780

LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities:		
Revolving line of credit	$ 3,000	$ 4,000
Accounts payable	6,748	6,948
Accrued expenses and other liabilities	17,235	21,414
Total Current Liabilities	26,983	32,362
Accrued liability under security bonus plans	20,250	19,297
Revolving line of credit	--	10,000
Other	12,712	11,223
	32,962	40,520
Stockholders' Equity:		
Preferred Stock, $1 par value:		
Authorized - 500,000 shares		
Issued and outstanding - None	--	--
Common Stock, $1 par value:		
Authorized - 35,000,000 shares		
Issued and outstanding-(2002-9,510,611 shares; 2001-9,629,307 shares)	9,511	9,629
Capital in excess of par value	2,173	913
Retained earnings	154,411	151,554
Accumulated other comprehensive income	(2,075)	(2,198)
Total Stockholders' Equity	164,020	159,898
Total Liabilities and Stockholders' Equity	$ 223,965	$ 232,780

See notes to condensed consolidated financial statements

LAWSON PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(UNAUDITED)

(Amounts in thousands, except per share data)

	For the Three Months Ended September 30, 2002	2001	For the Nine Months Ended September 30, 2002	2001
Net sales	$ 98,474	$100,000	$294,110	$282,630
Cost of goods sold (Note B)	35,211	35,256	104,258	99,081
Gross Profit	63,263	64,744	189,852	183,549
Selling, general and administrative expenses	56,883	58,939	169,920	165,784
Operating income	6,380	5,805	19,932	17,765
Investment and other income	293	297	1,311	1,343
Interest expense	45	264	149	518
Income before income taxes	6,628	5,838	21,094	18,590
Provision for income taxes	2,869	2,525	8,807	8,051
Net income	$ 3,759	$ 3,313	$ 12,287	$ 10,539
Net income per share of common stock:				
Basic	$ 0.39	$ 0.34	$ 1.28	$ 1.09
Diluted	$ 0.39	$ 0.34	$ 1.28	$ 1.08
Cash dividends declared per share of common stock	$ 0.16	$ 0.16	$ 0.48	$ 0.48
Weighted average shares outstanding:				
Basic	9,551	9,686	9,593	9,700
Diluted	9,576	9,715	9,619	9,726

See notes to condensed consolidated financial statements.

LAWSON PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(Amounts in thousands)

	For the Nine Months Ended September 30, 2002	2001
Operating activities:		
Net income	$ 12,287	$ 10,539
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	5,054	5,935
Changes in operating assets and liabilities	(88)	(20,418)
Other	2,427	1,417
Net Cash Provided by (Used in) Operating Activities	19,680	(2,527)
Investing activities:		
Additions to property, plant and equipment	(5,099)	(4,141)
Purchases of marketable securities	(6,264)	(12,126)
Proceeds from sale of marketable securities	7,139	36,265
Acquisition of IPD and Kent Automotive	---	(35,591)
Other	356	100
Net Cash Used in Investing Activities	(3,868)	(15,493)
Financing activities:		
Purchases of treasury stock	(5,041)	(1,935)
Proceeds from revolving line of credit	34,000	57,800
Payments on revolving line of credit	(45,000)	(36,400)
Dividends paid	(4,616)	(4,563)
Other	1,349	166
Net Cash Provided by (Used in) Financing Activities	(19,308)	15,068
Decrease in Cash and Cash Equivalents	(3,496)	(2,952)
Cash and Cash Equivalents at Beginning of Period	6,987	7,912
Cash and Cash Equivalents at End of Period	$ 3,491	$ 4,960

See notes to condensed consolidated financial statements.

NOTES TO CONDENSED CONSOLIDATED UNAUDITED FINANCIAL STATEMENTS

A) As contemplated by the Securities and Exchange Commission, the accompanying consolidated financial statements and footnotes have been condensed and therefore, do not contain all disclosures required by generally accepted accounting principles. Reference should be made to Lawson Products, Inc.'s (the "Company") Annual Report on Form 10-K for the year ended December 31, 2001. The Condensed Consolidated Balance Sheet as of September 30, 2002, the Condensed Consolidated Statements of Income for the three and nine month periods ended September 30, 2002 and 2001 and the Condensed Consolidated Statements of Cash Flows for the nine month periods ended September 30, 2002 and 2001 are unaudited. In the opinion of the Company, all adjustments (consisting only of normal recurring accruals) have been made, which are necessary to present fairly the results of operations for the interim periods. Operating results for the three and nine month periods ended September 30, 2002 are not necessarily indicative of the results that may be expected for the year ending December 31, 2002.

B) Inventories (consisting of primarily finished goods) at September 30, 2002 and cost of goods sold for the three and nine month periods ended September 30, 2002 and 2001 were primarily determined through the use of estimated gross profit rates. The difference between actual and estimated gross profit is adjusted in the fourth quarter. In 2001, this adjustment increased net income by approximately $2,055,000.

C) Total comprehensive income and its components, net of related tax, for the first three and nine months of 2002 and 2001 are as follows (in thousands):

	Three months ended September 30, 2002	2001
Net income	$ 3,759	$ 3,313
Foreign currency translation adjustments	(102)	(310)
Comprehensive income	$ 3,657	$ 3,003

	Nine months ended September 30, 2002	2001
Net income	$ 12,287	$ 10,539
Foreign currency translation adjustments	123	(506)
Comprehensive income	$ 12,410	$ 10,033

The components of accumulated other comprehensive income, net of related tax, at September 30, 2002 and December 31, 2001 consist only of foreign currency translation adjustments.

D) Earnings per Share

The calculation of dilutive weighted average shares outstanding for the three and nine months ended September 30, 2002 and 2001 are as follows (in thousands):

	Three months ended September 30, 2002	2001
Basic weighted average shares outstanding	9,551	9,686
Dilutive impact of options outstanding	25	29
Dilutive weighted average shares outstanding	9,576	9,715

	Nine months ended September 30, 2002	2001
Basic weighted average shares	9,593	9,700
Dilutive impact of options outstanding	26	26
Dilutive weighted average shares outstanding	9,619	9,726

E) Revolving Line of Credit

In March 2001 the Company entered into a $50 million revolving line of credit. The revolving line of credit matures five years from the closing date and carries an interest rate of prime minus 150 basis points floating or LIBOR plus 75 basis points, at the Company's option. Interest is payable quarterly on prime borrowings and at the earlier of quarterly or maturity with respect to the LIBOR contracts. The line of credit contains certain financial covenants regarding interest coverage, minimum stockholders' equity and working capital, all of which the Company was in compliance with at September 30, 2002.

F) Business Combination

On March 30, 2001, the Company purchased certain assets of Premier Farnell's Cleveland based North American Industrial Products (IPD) and Kent Automotive (Kent) Divisions for approximately $28.4 million plus approximately $8.0 million for related inventories. This all-cash transaction was accounted for as a purchase; accordingly, the accounts and transactions of the acquired business have been included in the consolidated financial statements since the date of acquisition. Under the agreement, the Company acquired the field sales, telephone sales and customer service professionals, the customer accounts, certain administrative executives, and various intellectual properties, including trademarks and trade names of the divisions in certain territories.

The assets acquired were recorded at fair values based on actual purchase cost of inventories and valuations of various intellectual properties, including trademarks and trade names of the IPD and Kent divisions. This acquisition did not require a significant investment by the Company in facilities or equipment. As the Company only acquired portions of the inventory and sales professionals of the IPD and Kent businesses, the Company is unable to provide any meaningful pro forma information of prior period results.

G) New Accounting Standards

In June 2001, the Financial Accounting Standards Board issued Statement No. 142, "Goodwill and Intangible Assets." Statement No. 142 provides that amortization of goodwill no longer be required but does require the testing of the goodwill for impairment at least annually. Statement No. 142 was adopted by the Company as of January 1, 2002. The Company has completed its initial valuation of the carrying value of the recorded goodwill as required under the statement and determined the carrying value was appropriately recorded.

If Statement 142 had been adopted at the beginning of the first quarter of 2001, the non-amortization of goodwill would have increased net income for the three and nine-month periods in 2001 by approximately $266,000 to $3,579,000 ($.37 per diluted share) and $514,000 to $11,053,000, ($1.14 per diluted share), respectively.

Intangible assets subject to amortization, included within other assets, were as follows (in thousands):

	September 30, 2002		
	Gross Balance	Accumulated Amortization	Net Carrying Amount
Trademarks and tradenames	$ 1,400	$ 275	$ 1,125
Customer lists	650	24	626
	$ 2,050	$ 299	$ 1,751

	December 31, 2001		
	Gross Balance	Accumulated Amortization	Net Carrying Amount
Trademarks and tradenames	$ 1,400	$ 137	$ 1,263
Customer lists	650	---	650
	$ 2,050	$ 137	$ 1,913

Trademarks and tradenames are being amortized over a weighted average 15.2 years. Customer lists are being amortized over 20 years. Amortization expense for intangible assets is expected to be $216,000, $216,000, $116,000, $83,000 and $83,000 for 2002 and the next four years.

H) Segment Reporting

The Company has three reportable segments: Maintenance, Repair and Replacement (MRO) distribution; Original Equipment Manufacturer (OEM) distribution and manufacturing; and international distribution.

Financial information for the Company's reportable segments consisted of the following:

	Three Months Ended September 30,	
In thousands	2002	2001
Net sales		
MRO distribution	$ 78,268	$ 80,920
OEM distribution	13,914	13,445
International distribution	6,292	5,635
Consolidated total	$ 98,474	$ 100,000
Operating income (loss)		
MRO distribution	$ 6,549	$ 5,199
OEM distribution	675	565
International distribution	(844)	41
Consolidated total	$ 6,380	$ 5,805

The reconciliation of segment profit to consolidated income before income taxes consisted of the following:

	Three Months Ended September 30,	
In thousands	2002	2001
Total operating income from Reportable segments	$ 6,380	$ 5,805
Investment and other income	293	297
Interest expense	(45)	(264)
Income before income taxes	$ 6,628	$ 5,838

In thousands	Nine Months Ended September 30, 2002	2001
Net sales		
MRO distribution	$ 232,927	$ 228,703
OEM distribution	42,974	39,311
International distribution	18,209	14,616
Consolidated total	$ 294,110	$ 282,630
Operating income (loss)		
MRO distribution	$ 18,863	$ 16,152
OEM distribution	2,797	1,821
International distribution	(1,728)	(208)
Consolidated total	$ 19,932	$ 17,765

The reconciliation of segment profit to consolidated income before income taxes consisted of the following:

In thousands	Nine Months Ended September 30, 2002	2001
Total operating income from Reportable segments	$ 19,932	$ 17,765
Investment and other income	1,311	1,343
Interest expense	(149)	(518)
Income before income taxes	$ 21,094	$ 18,590

Asset information related to the Company's reportable segments consisted of the following:

In thousands	September 30, 2002	December 31, 2001
Total assets		
MRO distribution	$ 154,503	$ 165,127
OEM distribution	33,115	34,183
International distribution	22,650	20,320
Total for reportable segments	210,268	219,630
Corporate	13,697	13,150
Consolidated total	$ 223,965	$ 232,780

At December 31, 2001, the carrying value of goodwill within each reportable segment was as follows (in thousands):

MRO distribution	$ 22,265
OEM distribution	2,251
International distribution	4,294
	$ 28,810

Independent Accountants' Review Report

Board of Directors and Stockholders
Lawson Products, Inc.

We have reviewed the accompanying condensed consolidated balance sheet of Lawson Products, Inc. and subsidiaries as of September 30, 2002 and the related condensed consolidated statements of income for the three month and nine month periods ended September 30, 2002 and 2001 and the condensed consolidated statements of cash flows for the nine month periods ended September 30, 2002 and 2001. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards established by the American Institute of Certified Public Accountants. A review of interim financial information consists principally of applying analytical procedures to financial data, and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit in accordance with auditing standards generally accepted in the United States, which will be performed for the full year with the objective of expressing an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our reviews, we are not aware of any material modifications that should be made to the accompanying condensed consolidated financial statements referred to above for them to be in conformity with accounting principles generally accepted in the United States.

We have previously audited, in accordance with auditing standards generally accepted in the United States, the consolidated balance sheet of Lawson Products, Inc. as of December 31, 2001, and the related consolidated statements of income, changes in stockholders' equity and cash flows for the year then ended, not presented herein, and in our report dated February 28, 2002, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying condensed consolidated balance sheet as of December 31, 2001, is fairly stated, in all material respects, in relation to the consolidated balance sheet from which it has been derived.

/s/ ERNST & YOUNG LLP

Chicago, Illinois
October 14, 2002

This Quarterly Report on Form 10-Q for the quarter ended September 30, 2002, contains certain forward-looking statements pertaining to the ability of the Company to finance future growth, cash dividends and capital expenditures, the ability to successfully integrate acquired businesses and certain other matters. These statements are subject to uncertainties and other factors which could cause actual events or results to vary materially from those anticipated. Lawson Products, Inc. ("Lawson" or the "Company") does not undertake any obligation to revise these forward-looking statements to reflect future events or circumstances.

ITEM 2 MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Net sales for the three-month period ended September 30, 2002 decreased 1.5%, while the nine-month period ended September 30, 2002 increased 4.1% relative to the similar periods of 2001. Maintenance, Repair and Replacement (MRO) distribution net sales decreased by $2.7 million in the third quarter due to continuing difficult market conditions and a reduction in the number of sales agents. The $4.2 million increase in year-to-date net sales for the MRO segment is attributable to the sales generated by the addition of the field and inside sales representatives from the IPD and Kent divisions of the North American business of Premier Farnell, acquired March 30, 2001 (Please refer to Note F). International distribution sales for the nine-month period were also positively impacted by the sales of IPD and Kent in Canada, representing $2.4 million of the segment increase of $3.6 million. Original Equipment Manufacturer (OEM) net sales increased $0.5 million and $3.7 million for the three and nine-month periods ended September 30, 2002, respectively. These sales gains are attributable to increased sales from new customer development.

Operating income for the three and nine-month periods ended September 30, 2002 rose 9.9% and 12.2%, respectively, over the comparable periods of 2001. Consistent with the first six months of 2002, the MRO, international and OEM segments realized operating income increases resulting primarily from the higher net sales noted above and the cessation of amortization of goodwill pursuant to FASB Statement No. 142, while prior year results were negatively impacted by expenses associated with the IPD/Kent acquisition. During 2002, the Company invested in the expansion of sales and distribution activities in the international distribution segment in the anticipation of increased sales activity, resulting in higher operating losses as compared to the similar periods of 2001.

Net income increased 13.5% to $3,759,000 ($.39 per diluted share) and 16.6% to $12,287,000 ($1.28 per diluted share) for the three and nine-month periods ended September 30, 2002, respectively, compared to the similar periods of 2001. The increase for the third quarter resulted principally from the non-amortization of goodwill and the absence of costs associated with the IPD/Kent acquisition, which offset the decreased net sales discussed above. The gain for the nine-month period is attributable to the advance in net sales, a lower effective income tax rate, the non-amortization of goodwill and the absence of expenses associated with the IPD/Kent acquisition. Per share net income for 2002 and 2001 was positively impacted by the Company's share repurchase program.

Cash flows provided by operations for the nine months ended September 30, 2002 were $19.7 million. The Company used $2.5 million of cash in operations for the comparable period of 2001. The improvement in 2002 was due primarily to the net decreases in inventories and other assets, as well as the advance in net income noted above, which more than offset an increase in accounts receivable. In 2001, cash flows from operations were negatively impacted by increases in operating assets associated with the acquisition of IPD and Kent, specifically accounts receivable, inventories and other current assets. Working capital at September 30, 2002 and 2001 was approximately $100 million and $104 million, respectively. At September 30, 2002 the current ratio was 4.7 to 1 as compared to 3.9 to 1 at September 30, 2001.

Additions to property, plant and equipment were $5.1 million and $4.1 million, respectively, for the nine months ended September 30, 2002 and 2001. Consistent with prior years, capital expenditures were incurred primarily for improvement of existing facilities and for the purchase of related equipment as well as for the improvement of new leased facilities.

During the first nine months of 2002, the Company purchased 175,950 shares of its own common stock for approximately $5,041,000. Of these purchases, 173,115 shares were acquired pursuant to the 2000 Board authorization to purchase up to 500,000 shares. The additional 2,835 shares purchased during the first nine months of 2002 represented the remaining shares authorized for purchase under the 1999 Board authorization to purchase up to 500,000 shares. In the first nine months of 2001, the Company purchased 73,097 shares of its own common stock for approximately $1,935,000. These shares were acquired pursuant to the 1999 Board authorization described above.

All shares purchased as of September 30, 2002 have been retired. Funds to purchase these shares were provided by investments and cash flow from operations. Current investments, cash flow from operations and the $50,000,000 unsecured line of credit are expected to be sufficient to finance the Company's future growth, cash dividends and capital expenditures.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in market risk at September 30, 2002 from that reported in the Company's Annual Report on Form 10-K for the year ended December 31, 2001.

ITEM 4. CONTROLS AND PROCEDURES

Our Chief Executive Officer and Chief Financial Officer have concluded, based on their evaluation within 90 days of the filing date of this report, that our disclosure controls and procedures (as defined in Rules 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934) are effective for gathering, analyzing and disclosing the information we are required to disclose in our reports filed under the Securities Exchange Act of 1934. There have been no significant changes in our internal controls or in other factors that could significantly affect these controls subsequent to the date of the previously mentioned evaluation.

PART II

OTHER INFORMATION

Items 1, 2, 3, 4 and 5 are inapplicable and have been omitted from this report.

Item 6. Exhibits and Reports on Form 8-K.

(a) 15 Letter from Ernst & Young LLP Regarding Unaudited Interim Financial Information

99.1 Certification pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(b) The Company was not required to file a Current Report on Form 8-K for the most recently completed quarter.

SIGNATURES

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

LAWSON PRODUCTS, INC.
(Registrant)

Dated November 8, 2002	/s/ Robert J. Washlow Robert J. Washlow Chief Executive Officer and Chairman of the Board
Dated November 8, 2002	/s/ Joseph L. Pawlick Joseph L. Pawlick Chief Financial Officer (Principal Financial Officer)

CERTIFICATIONS
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I, Robert J. Washlow, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lawson Products, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 8, 2002

/s/ Robert J. Washlow
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Robert J. Washlow
Chief Executive Officer

CERTIFICATIONS
- --------------

I, Joseph L. Pawlick, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Lawson Products, Inc.;

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;

3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;

4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have:

a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;

b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and

c) presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function):

a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and

6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Date: November 8, 2002

/s/ Joseph L. Pawlick
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Joseph L. Pawlick
Chief Financial Officer

Exhibit 15

October 14, 2002

Board of Directors
Lawson Products, Inc.

We are aware of the incorporation by reference in the Registration Statement (Form S-8 No. 33-17912 dated November 4, 1987) of Lawson Products, Inc. of our report dated October 14, 2002 relating to the unaudited condensed consolidated interim financial statements of Lawson Products, Inc. which are included in its Form 10-Q for the quarter ended September 30, 2002.

Pursuant to Rule 436(c) of the Securities Act of 1933 our report is not part of the registration statement prepared or certified by accountants within the meaning of Section 7 or 11 of the Securities Act of 1933.

/s/ ERNST & YOUNG LLP

Exhibit 99.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Quarterly Report of Lawson Products, Inc. (the "Company") on Form 10-Q for the period ending September 30, 2002 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned Chief Executive Officer and Chief Financial Officer of the Company hereby certify, pursuant to 18 U.S.C. ss.1350, as adopted pursuant to ss.906 of the Sarbanes-Oxley Act of 2002 that based on their knowledge: 1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and 2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the periods covered in the Report.

/s/ Robert J. Washlow

Robert J. Washlow, Chief Executive Officer

/s/ Joseph L. Pawlick

Joseph L. Pawlick, Chief Financial Officer

November 8, 2002