

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
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|--|---|---|
| 1. Name and Address of Reporting Person* <u>KDI CAPITAL PARTNERS LLC</u> (Last) (First) (Middle) <u>4101 LAKE BOONE TRAIL</u> <u>SUITE 218</u> (Street) <u>RALEIGH NC 27607</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>LAWSON PRODUCTS INC/NEW/DE/ [LAWS]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>11/12/2014</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/12/2014 | | P | | 6,656 | A | \$21.65 | 183,256 | I | See footnotes ⁽¹⁾⁽²⁾ |
| Common Stock | 11/12/2014 | | P | | 1,624 | A | \$21.65 | 56,337 | I | See footnotes ⁽¹⁾⁽³⁾ |
| Common Stock | 11/12/2014 | | P | | 2,371 | A | \$21.65 | 89,892 | I | See Footnotes ⁽¹⁾⁽⁴⁾ |
| Common Stock | 11/12/2014 | | P | | 3,655 | A | \$21.65 | 157,423 | I | See footnotes ⁽¹⁾⁽⁵⁾ |
| Common Stock | 11/12/2014 | | P | | 4,450 | A | \$21.65 | 119,242 | I | See footnotes ⁽¹⁾⁽⁶⁾ |
| Common Stock | 11/13/2014 | | P | | 1,901 | A | \$22.0917 ⁽⁷⁾ | 916,614 | I | See footnotes ⁽¹⁾⁽⁸⁾ |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |

Explanation of Responses:

- Pursuant to Rule 16(a)-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Person is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of the equity securities covered by the statement.
- Represents shares of common stock owned by A Few Valuable Businesses Partnership (AFVB Partnership), of which KDI owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the AFVB Partnership.
- Represents shares of common stock owned by Worthy Companies Limited Partnership (WC LP), of which KDI owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the WC LP.
- Represents shares of common stock owned by Financial Ascent Limited Partnership (FA LP), of which KDI owns less than a 1% interest, and of which 7.982% is owned by trusts affiliated with Mr. John M. Days family, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the FA LP. Mr. Day is a Managing Member of KDI and holds a controlling percentage of the outstanding voting securities. As a result of his position with and ownership of KDI, he could be deemed to share beneficial ownership with KDI. Mr. Day disclaims beneficial ownership of shares beneficially owned by KDI except to the extent of his pecuniary interest in such shares.
- Represents shares of common stock owned by Outstanding Businesses Limited Partnership (OB LP), of which KDI owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the OB LP.
- Represents shares of common stock owned by Financial Ascent TE Limited Partnership (FATE LP), of which KDI owns less than a 1% interest, all of which shares could be deemed to be owned beneficially by KDI solely as a result of its discretionary power over such shares as investment advisor and general partner to the FATE LP.
- \$22.0917 is the weighted average purchase price for the transactions reported in this line item. These transactions were consummated at prices ranging from \$22.0600 to \$22.1000. The filing person undertakes to provide full information regarding the number of shares purchased at each price upon request by the Securities and Exchange Commission, the Company or a security holder of the Company.
- 916614 represents shares deemed to be owned beneficially by KDI Capital Partners LLC (KDI) directly and solely as a result of its discretionary power over such shares as investment advisor to its separately management account clients. Such number includes the shares owned by AFVB Partnership, WC LP, FA LP, OB LP and FATE LP. KDI disclaims beneficial ownership of such shares except to the extent of KDI's pecuniary interest in such shares, if any.

/s/ Shelson M. Fox

11/14/2014

** Signature of Reporting Person

Date

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

* 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).

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

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