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

FORM 10-Q

(Mark One)

x QUARTERLY REPORT UNDER SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2005

OR

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission file number **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 by checkmark wither the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).
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.
9,156,313 Shares, $1 par value, as of April 15, 2005.

PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL INFORMATION

LAWSON PRODUCTS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except share data)	March 31, 2005	December 31, 2004
	(Unaudited)	
ASSETS		
Current Assets:		
Cash and cash equivalents	$ 22,957	$ 28,872
Accounts receivable, less allowance for doubtful accounts	51,914	52,129
Inventories	69,036	65,687
Miscellaneous receivables and prepaid expenses	8,772	9,560
Deferred income taxes	1,631	1,729
Total Current Assets	154,310	157,977
Property, plant and equipment, less allowances for depreciation and amortization	41,211	42,452
Deferred income taxes	14,954	14,779
Goodwill, less accumulated amortization	28,649	28,649
Other assets	17,167	16,693
Total Assets	$ 256,291	$ 260,550
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities:		
Accounts payable	$ 10,321	$ 8,746
Accrued expenses and other liabilities	26,542	32,628
Income taxes	2,370	--
Current portion of long term debt	1,190	1,573
Total Current Liabilities	40,423	42,947
Accrued liability under security bonus plans	22,138	21,528
Other	15,964	15,743
	38,102	37,271
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-(2005-9,167,413 shares; 2004-9,280,935 shares)	9,167	9,281
Capital in excess of par value	3,518	3,467
Retained earnings	164,795	167,187
Accumulated other comprehensive income	286	397
Total Stockholders' Equity	177,766	180,332
Total Liabilities and Stockholders' Equity	$ 256,291	$ 260,550

See notes to condensed consolidated financial statements.

LAWSON PRODUCTS, INC. AND SUBSIDIARIESCONDENSED
CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(Amounts in thousands, except per share data)

For the Three Months Ended March 31,

	2005	2004
Net sales	$107,082	$100,658
Cost of goods sold	41,518	35,261
Gross profit	65,564	65,397
Selling, general and administrative expenses	57,482	55,335
Operating income	8,082	10,062
Investment and other income	530	528
Interest expense	(26)	(63)
Income before income taxes	8,586	10,527
Provision for income taxes	3,630	4,001
Net income	$ 4,956	$ 6,526
Net income per share of common stock:		
Basic	$ 0.54	$ 0.69
Diluted	$ 0.54	$ 0.69
Cash dividends declared per share of common stock	$ 0.20	$ 0.18
Weighted average shares outstanding:		
Basic	9,208	9,487
Diluted	9,232	9,515

See notes to condensed consolidated financial statements.

LAWSON PRODUCTS, INC. AND SUBSIDIARIESCONDENSED
CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(Amounts in thousands, except per share data)

	For the Three Months Ended March 31, 2005	For the Three Months Ended March 31, 2004
Operating activities:		
Net income	$ 4,956	$ 6,526
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,732	1,700
Changes in operating assets and liabilities	(5,408)	268
Other	997	598
Net Cash Provided by Operating Activities	2,277	9,092
Investing activities:		
Additions to property, plant and equipment	(399)	(1,114)
Net Cash Used in Investing Activities	(399)	(1,114)
Financing activities:		
Purchases of treasury stock	(5,678)	(856)
Payments on long term debt	(382)	(356)
Dividends paid	(1,833)	(1,709)
Other	100	93
Net Cash Used in Financing Activities	(7,793)	(2,828)
Increase (Decrease) in Cash and Cash Equivalents	(5,915)	5,150

Cash and Cash Equivalents at Beginning of Period	28,872	23,555
Cash and Cash Equivalents at End of Period	$ 22,957	$ 28,705

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's") Annual Report on Form 10-K for the year ended December 31, 2004. The Condensed Consolidated Balance Sheet as of March 31, 2005, and the Condensed Consolidated Statements of Income and the Condensed Consolidated Statements of Cash Flows for the three month periods ended March 31, 2005 and 2004 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 quarter ended March 31, 2005 are not necessarily indicative of the results that may be expected for the year ending December 31, 2005.

Certain amounts have been reclassified in the 2004 financial statements to conform with the 2005 presentation.

B) Comprehensive Income

Comprehensive income (in thousands) was $4,845 and $6,608 for the first quarters of 2005 and 2004, respectively. Comprehensive income includes foreign currency translation adjustments of ($111) and $82 for the three-month periods ended March 31, 2005 and 2004, respectively.

Accumulated comprehensive income consists only of foreign currency translation adjustments, net of related income tax.

C) Earnings per Share

The calculation of dilutive weighted average shares outstanding at March 31, 2005 and 2004 are as follows (in thousands):

	2005	2004
Basic weighted average shares outstanding	9,208	9,487
Dilutive impact of options outstanding	24	28
Dilutive weighted average shares outstanding	9,232	9,515

D) Revolving Line of Credit

The Company has a $50 million revolving line of credit which matures in March 2006 and carries an interest rate of prime minus 150 basis points 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 March 31, 2005. The Company had no borrowings outstanding under the line at March 31, 2005 and December 31, 2004.

E) Severance and Related Charges

The table below shows an analysis of the Company's reserves for severance and related payments for the first quarter of 2005 and 2004:

In thousands	**2005**	**2004**
Balance at beginning of year	$ 1,042	$ 2,476
Cash paid	(248)	(365)
Balance at March 31	$ 794	$ 2,111

F) Intangible Assets

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

	March 31, 2005		
	Gross Balance	**Accumulated Amortization**	**Net Carrying Amount**
Trademarks and tradenames	$ 1,747	$ 947	$ 800
Customer Lists	953	409	544
	$ 2,700	$ 1,356	$ 1,344

December 31, 2004

	Gross Balance	Accumulated Amortization	Net Carrying Amount
Trademarks and tradenames	$ 1,747	$ 935	$ 812
Customer Lists	953	400	553
	$ 2,700	$ 1,335	$ 1,365

Trademarks and tradenames are being amortized over a weighted average of 15.14 years. Customer lists are being amortized over 13.96 years. Amortization expense for intangible assets is expected to be $83,000 for 2005 and for each of the next four years.

G) Accounting for Stock-Based Compensation

The Company complies with FASB Statement No. 148, "Accounting for Stock Based Compensation – Transition and Disclosure," which requires interim financial disclosure to show the effect on net income and earnings per share as required by FASB Statement No. 123, "Accounting for Stock-Based Compensation." These disclosures are as follows:

In thousands	Three Months Ended March 31 2005	Three Months Ended March 31 2004
Net income-as reported	$ 4,956	$ 6,526
Deduct: Total stock based employee compensation expense determined under fair value method, net of tax	0	(3)
Net income-pro forma	$ 4,956	$ 6,523
Basic and diluted earnings per share -as reported and pro forma	$ 0.54	$ .69

The Company's incentive stock plan provides for the issuance of Stock Performance Rights (SPRs). These SPRs vest at 20% per year and entitle the recipient to receive a cash payment equal to the excess of the market value of the Company's common stock over the SPR price when the SPRs are surrendered. The Company records an accrued liability based on the number of outstanding vested SPRs and the market value of the Company's common stock. The compensation expense accrual decreased $538,000 and $73,000 in the first quarter of 2005 and 2004, respectively. The decrease in the compensation expense accrual for the first quarter of 2005 is primarily due to the decrease in the Company's stock price and SPRs exercised. No additional SPRs were issued during the first quarter of 2005.

On December 16, 2004, the Financial Accounting Standards Board (FASB) issued FASB Statement No. 123(R), "Share-Based Payment," which is a revision of FASB Statement No. 123, "Accounting for Stock-Based Compensation." Statement No. 123(R) requires all share-based payments to employees, including grants of employee stock options to be recognized in the financial statements based on their fair values. Statement No. 123(R) is effective for public companies for annual periods that begin after June 15, 2005. The Company plans to comply timely with Statement No. 123(R). The Company expects that the impact of complying with Statement No. 123(R) is not significant.

H) Segment Reporting

The Company has four reportable segments: Maintenance, Repair and Replacement distribution in the U.S. (MRO-US), International Maintenance, Repair and Replacement distribution in Canada (MRO-CAN), Original Equipment Manufacturer distribution and manufacturing in the U.S. (OEM-US), International Original Equipment Manufacturer distribution in the United Kingdom and Mexico (OEM-INTL).

The operations of the Company's MRO distribution segments distribute a wide range of MRO parts to repair and maintenance organizations by the Company's force of independent field sales agents, and inside sales personnel.

The operations of the Company's OEM segments manufacture and distribute component parts to OEM manufacturers through a network of independent manufacturers representatives as well as internal sales personnel.

The Company's reportable segments are distinguished by the nature of products distributed and sold, types of customers, manner of servicing customers, and geographical location.

The Company evaluates performance and allocates resources to reportable segments primarily based on operating income.

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

In thousands	Three Months Ended March 31 2005	Three Months Ended March 31 2004

Net sales		
MRO-US	$ 80,231	$ 76,396
MRO-CAN	6,317	5,052
OEM-US	17,377	14,740
OEM-INTL	3,157	4,470
Consolidated total	$ 107,082	$ 100,658
Operating income(loss)		
MRO-US	$ 6,736	$ 9,212
MRO-CAN	740	400
OEM-US	1,103	478
OEM-INTL	(497)	(28)
Consolidated total	$ 8,082	$ 10,062

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

In thousands	Three Months Ended March 31 2005	2004
Total operating income from reportable segments	$ 8,082	$ 10,062
Investment and other income	530	528
Interest expense	(26)	(63)
Income before income taxes	$ 8,586	$ 10,527

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

In thousands	March 31, 2005	December 31, 2004
Total assets		
MRO-US	$ 165,338	$ 174,777
MRO-CAN	21,133	18,519
OEM-US	42,614	40,275
OEM-INTL	10,621	10,471
Total for reportable segments	239,706	244,042
Corporate	16,585	16,508
Consolidated total	$ 256,291	$ 260,550

At March 31, 2005 and December 31, 2004, the carrying value of goodwill within each reportable segment was as follows (in thousands):

MRO-US	$22,104
MRO-CAN	4,294
OEM-US	2,251
OEM-INT'L	--
Consolidated total	$28,649

I) Short Term Debt

On July 1, 2003 the Company adopted FIN 46 which resulted in the Company's consolidation of an investment in a limited partnership which owns an office building in Chicago, Illinois. In conjunction with the consolidation of its investment, the Company has recorded the short-term debt, which represents a non-recourse mortgage payable relative to the building, of approximately $1.2 million at March 31, 2005. The interest rate of the non-recourse mortgage payable is 7.315%, with a maturity date of December 31, 2005. The building and land have a net carrying value of approximately $4.1 million, which are included in property, plant and equipment. The remaining assets, none of which are significant, are recorded in other assets.

Report of Independent Registered Public Accounting FirmBoard of Directors and Shareholders Lawson Products, Inc.

We have reviewed the condensed consolidated balance sheet of Lawson Products, Inc. and subsidiaries as of March 31, 2005 and the related condensed consolidated statements of income and the condensed consolidated statements of cash flows for the three-month periods ended March 31, 2005 and 2004. These financial statements are the responsibility of the Company's management.

We conducted our review in accordance with standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with auditing standards of the Public Company Accounting Oversight Board, the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

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

We have previously audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet of Lawson Products, Inc. and subsidiaries as of December 31, 2004, 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 March 10, 2005, 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, 2004, 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
April 15, 2005

Safe Harbor" Statement under the Securities Litigation Reform Act of 1995: This Quarterly Report on Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks and uncertainties. The terms "may," "should," "could," "anticipate," "believe," "continues", "estimate," "expect," "intend," "objective," "plan," "potential," "project" and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. These statements are based on management's current expectations, intentions or beliefs and are subject to a number of factors, assumptions and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. Factors that could cause or contribute to such differences or that might otherwise impact the business include, but are not limited to, the following risk factors:

- Lawson's business strategy requires the Company to carry a significant amount of inventory in order to meet rapid processing of customer orders.
- Disruptions of Lawson's information systems could adversely affect the Company.
- There is an ongoing risk that orders may be cancelled or rescheduled due to fluctuations in Lawson's customers' business needs or purchasing budgets.
- A limited number of the Company's stockholders can exert significant influence over the Company.
- The Company operates in highly competitive markets. Some of the Company's competitors have a greater variety of merchandise, financial resources, services, personnel resources and competitive pricing than Lawson.
- Those related to general economic conditions and market conditions in the markets and industries the Company serves.
- The risks of war, terrorism, and similar hostilities may adversely affect operating results.

The Company undertakes no obligation to update any such factor or to publicly announce the results of any revisions to any forward-looking statements contained herein whether as a result of new information, future events or otherwise.

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

The following table presents a summary of the Company's financial performance for the first quarter of 2005 and 2004:

(Dollars in thousands)	**2005**	**% of Net Sales**	**2004**	**% of Net Sales**
Net sales	$107,082	100.0	$100,658	100.0
Cost of goods sold	41,518	38.8	35,261	35.0
Gross Profit	65,564	61.2	65,397	65.0
Operating expenses	57,482	53.7	55,335	55.0
Operating income	8,082	7.5	10,062	10.0
Other	504	0.5	465	0.5
Income before taxes	8,586	8.0	10,527	10.5
Income tax expense	3,630	3.4	4,001	4.0
Net income	$ 4,956	4.6	$ 6,526	6.5

REVENUES AND GROSS PROFIT

Net sales for the three-month period ended March 31, 2005 increased 6.4% to $107.1 million, from $100.7 million in the same period of 2004.

The following table presents the Company's net sales results for its MRO and OEM businesses for the first quarter of 2005 and 2004:

(Dollars in millions)	2005	2004
MRO	$ 86.6	$ 81.5
OEM	20.5	19.2
	$107.1	$100.7

Combined Maintenance, Repair and Replacement distribution (MRO-US and MRO-CAN) net sales increased $5.1 million in the first quarter of 2005, to $86.6 million from $81.5 million. Sales increases were achieved in both the U.S. and Canada for the quarter. The sales increases in the U.S. and Canada were principally attributable to the addition of new customers and improved penetration of existing customers, including the continued growth of the non-stock product category. Net sales increased $2.6 million, to $6.5 million from $3.9 million for the non-stock product category. The favorable impact of foreign exchange fluctuations accounted for approximately one-third of the $1.3 million net sales gain realized in Canada.

Combined Original Equipment Manufacturer (OEM-US and OEM-INTL) net sales increased $1.3 million in the first three months of 2005, to $20.5 million from $19.2 million. Sales were higher in the U.S. by $2.6 million but lower by $1.3 million internationally for the three-month period. The sales gain in the U.S. was primarily attributable to the addition of new customers. The decline in sales internationally is due to lower sales volume from a major customer in Europe.

Gross profit margins for the three-month periods ended March 31, 2005 and 2004 were 61.2% and 65.0%, respectively. The first quarter of 2005 reflected lower gross profit margins in both the MRO and OEM segments. MRO segment gross profit margins declined from 73.7% to 69.5%. The 420 basis point decrease is principally attributable to higher product costs, including surcharges from steel vendors, and a sales mix shift. In addition, a significant portion of the first quarter sales gain was realized from sales of lower margin non-stock product category items. OEM segment gross profit margins declined 160 basis points, from 28.1% to 26.5%. This decline was principally due to price competition and higher product costs in the U.S. and internationally.

OPERATING EXPENSES AND OPERATING INCOME

Operating expenses were $57.5 million and $55.3 million for the quarters ended March 31, 2005 and 2004, respectively. The $2.2 million dollar increase in quarterly operating expenses for 2005 over the prior year quarter is primarily related to higher employee compensation costs. This increase was driven by higher compensation costs associated with the Long-Term Capital Accumulation Plan, implemented in the third quarter of 2004, and marketing and technology personnel additions. As a result of the sales increases and the Company's ability to leverage its operating cost infrastructure over a larger revenue base, operating expenses as a percent of net sales declined from 55.0% in the 2004 period to 53.7% of net sales in the 2005 period.

Operating income for the three-month period ended March 31, 2005 declined to $8.1 million, from $10.1 million in the comparable period of 2004. This $2.0 million decrease in operating income is principally attributable to lower gross profit margins and operating expense increases, which more than offset the gains in net sales.

INVESTMENT AND OTHER INCOME

Investment and other income consists primarily of rental and interest income. For the quarters ended March 31, 2005 and 2004, investment and other income was $0.5 million.

INTEREST EXPENSE

Interest expense is primarily attributable to interest paid relative to a mortgage payable for the building owned by the limited partnership referred to in Note I.

PROVISION FOR INCOME TAXES

The effective tax rates for the three months ended March 31, 2005 and 2004 were 42.3% and 38.0%, respectively. The increase in the effective tax rate for the quarter is principally due to higher operating losses from the foreign subsidiaries in the OEM segment in 2005, and to a lesser extent, lower exempt income in 2005 related to executive life insurance. The foreign losses were $0.5 million in the first quarter of 2005 compared to approximately $0 for the same period in 2004. Since no tax benefit was provided to the Company for foreign losses, the higher first quarter 2005 foreign loss had the effect of raising the overall effective tax rate by approximately 2.0% for the three months ended March 31, 2005.

NET INCOME

Net income for the first quarter of 2005 declined 24.1%, to $5.0 million ($.54 per diluted share), compared to $6.5 million ($.69 per diluted share) in the similar period of 2004. The $1.5 million decline in net income is the result of the $2.0 million decrease in operating income and higher effective tax rate discussed above.

LIQUIDITY AND CAPITAL RESOURCES

Net cash provided by operating activities for the three months ended March 31, 2005 and 2004 was $2.3 million and $9.1 million, respectively. In 2005, net cash provided by operating activities was negatively impacted by lower net income, higher inventories and lower accrued expenses. Net cash used in financing activities increased by approximately $5.0 million related to increased stock purchases in the first quarter of 2005.

Working capital at March 31, 2005 was $113.9 million as compared to $115.0 million at December 31, 2004. At March 31, 2005 the current ratio was 3.8 to 1 as compared to 3.7 to 1 at December 31, 2004.

Additions to property, plant and equipment were $0.4 million and $1.1 million, respectively, for the three months ended March 31, 2005 and 2004. Capital expenditures in 2005 related to the purchase of equipment. In 2004, capital expenditures were principally related to the purchase of equipment and the development of software. The Company expects approximately $6.0 million for capital expenditures in 2005.

In the first quarter of 2005, the Company announced a cash dividend increase of $.02, to $.20 per share on common shares. This was an 11.1% increase over the previous $.18 per share on common shares paid each quarter in 2004.

During the first quarter of 2005, the Company purchased 117,972 shares of its own common stock for approximately $5,678,000. Of those shares, 37,163 shares were purchased pursuant to the 2000 Board authorization for up to 500,000 shares and 80,809 shares were pursuant to the Board authorization. In the first three months of 2004, the Company purchased 28,547 shares of its own common stock for approximately $856,000 pursuant to the 2000 Board authorization noted above. All shares purchased as of March 31, 2005 have been retired. Funds to purchase these shares were provided by cash and cash equivalents and net cash provided by operating activities. There is no expiration date relative to the 2004 share repurchase authorization.

Net cash provided by operating activities, current cash and cash equivalents 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 March 31, 2005 from that reported in the Company’s Annual Report on Form 10-K for the year ended December 31, 2004.

ITEM 4. CONTROLS AND PROCEDURES

The Company’s chief executive officer and chief financial officer have concluded, based on their evaluation as of the end of the period covered by this report, that the Company’s disclosure controls and procedures (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) are effective to ensure that information required to be disclosed in the reports that the Company files or submits under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission’s rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate, to allow timely decisions regarding required disclosures. There was no change in the Company’s internal control over financial reporting that occurred during the quarter ended March 31, 2005 that has materially affected, or is reasonably likely to materially affect, the Company’s internal control over financial reporting.

PART II–OTHER INFORMATION

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

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Period	(a) Total Number of Shares Purchased	(b) Average Price Paid per Share	(c) Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
01/01/05 - 01/31/05	86,357	48.72	86,357	450,806
02/01/05 - 02/28/05	9,515	48.54	9,515	441,291
03/01/05 - 03/31/05	22,100	45.65	22,100	419,191
Total	117,972	48.13	117,972	419,191

On May 16, 2000, the Board of Directors of the Company authorized the purchase of up to 500,000 shares of its own common stock. On October 13, 2004, the Company announced that its Board of Directors authorized a stock repurchase program to purchase up to 500,000 shares of its common stock in addition to that previously authorized. There is no expiration date relative to either authorization.

ITEM 6. EXHIBITS.

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

31.1 Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

31.2 Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32 Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

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 May 10, 2005	/s/ Robert J. Washlow Robert J. Washlow Chief Executive Officer and Chairman of the Board
Dated May 10, 2005	/s/ Thomas Neri Thomas Neri Executive Vice President, Chief Financial Officer, and Treasurer

Exhibit 15

April 15, 2005

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. and subsidiaries of our report dated April 15, 2005 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 March 31, 2005.

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

Chicago, Illinois

Exhibit 31.1

CERTIFICATIONS

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 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2005

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

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Exhibit 31.2

CERTIFICATIONS

I, Thomas Neri, certify that:

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

2. Based on my knowledge, this 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 report;

3. Based on my knowledge, the financial statements, and other financial information included in this 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 report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the registrant and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, 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 report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 10, 2005

/s/ Thomas Neri
Thomas Neri
Executive Vice President, Finance, Planning and
Corporate
Development; Chief Financial Officer; and Treasurer

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Exhibit 32

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 March 31, 2005 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. §1350, as adopted pursuant to §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/ Thomas Neri
Thomas Neri
Executive Vice President, Finance, Planning and Corporate Development;
Chief Financial Officer; and Treasurer

May 10, 2005

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A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement required by Section 906, has been provided to Lawson Products, Inc. and will be retained by Lawson Products, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

The foregoing certification is being furnished to the Securities and Exchange Commission as an exhibit to the Form 10-Q and shall not be considered filed as part of the Form 10-Q.