

HOWARD MICHAEL PAUL
Form 4
December 27, 2004

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOWARD MICHAEL PAUL

(Last) (First) (Middle)
9101 W. 21ST STREET 9101 W.
21ST STREET
(Street)

SAND SPRINGS, OK 74063

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
WEBCO INDUSTRIES INC [WEB]

3. Date of Earliest Transaction
(Month/Day/Year)
12/21/2004

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr VP - Fin and Adm / CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock, Par \$.01	12/21/2004	12/21/2004	X	6,000 A	\$ 4 41,368	D	
Common Stock, Par \$.01	12/21/2004	12/21/2004	X	4,000 A	\$ 3.4 45,368	D	
Common Stock, Par \$.01	12/21/2004	12/21/2004	F	2,859 D	\$ 13.15 42,509	D	
Common Stock, Par	12/21/2004	12/21/2004	D	5,000 D	\$ 12.4 37,509	D	

Common Stock, Par \$0.01	11,814.46	I	401(k) ⁽¹⁾
Common Stock, Par \$0.01	8,360	I	IRA
Common Stock, Par \$0.01	4,400	I	Spouse IRA

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

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 control number.

SEC 1474
(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)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option - Right to Buy	\$ 4	12/21/2004	12/21/2004	X	6,000	09/29/2004 09/29/2009	Common Stock, Par \$0.01	6,000	
Stock Option - Right to Buy	\$ 3.4	12/21/2004	12/21/2004	X	4,000	09/26/2004 09/26/2012	Common Stock, Par \$0.01	4,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HOWARD MICHAEL PAUL
9101 W. 21ST STREET
SAND SPRINGS, OK 74063

Sr VP -
Fin and
Adm / CFO

Signatures

/s/ Michael P.

Howard

12/27/2004

**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).

Represents an allocation of shares held in a common trust fund within the 401(k) plan. The number of shares does not represent specific

(1) Company stock held in an account for the benefit of the reporting person. As a result of changes in the respective levels of stock and cash in the fund, the number of shares will fluctuate over time independent of additional deposits or withdrawals to the fund.

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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