GUNNING DAVID H Form 4 December 03, 2002

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1.	Name and Address of Reporting Person* (Last, First, Middle) Gunning, David H.			2. Issuer Name and Ticker or Trading Symbol Lincoln Electric Holdings, Inc. (LECO)		I.R.S. Identificat Person, if an ent	tion Number of Reporting ity (Voluntary)		
	2571 North Park Boul	evard	4.	Statement for (Month/Day/Year) 11/30/02	5.	If Amendment, Date of Original (Month/Day/Year)			
	(Street)			Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)			
	Cleveland Height, OF	1 44106		X Director O 10% Owner		x	Form filed by One Reporting Person		
	(City) (State	(Zip)		O Officer (give title below) O Other (specify below)		0	Form filed by More than One Reporting Person		

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).

			Tabl	e I	Non-Derivative S	ecu	rities Acquire	ed, Disposed of, or	Ber	neficially Owne	d		
1.	Title of Security (Instr. 3)	2.	Transaction Date (Month/Day/Year)	2a.	Deemed Execution Date, if any. (Month/Day/Year)	3.	Transaction4. Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5.	Amount of 6. Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7.	Nature of Indirect Beneficial Ownership (Instr. 4)
								(A) or					
							Code V	Amount (D) Price					
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							r age 2						

$\begin{tabular}{ll} \textbf{Table II} & \textbf{Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ & (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

. Title of Derivative Security (Instr. 3)	 2. Conversion or Exercise Price of Derivative Security		3. Transaction Date (Month/Day/Year)		a. Deemed Execution Date, if any (Month/Day/Year)		Transaction 5. Code (Instr. 8)		Number of Securities Acquired (A) (D) (Instr. 3, 4 a)		
							Code V		(A)	(D)	
Stock Option (Right to Buy)	\$25.50		11/30/02				A		2,000		
				Page	2 3						

	Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued (e.g., puts, calls, warrants, options, convertible securities)													
6.	Date Exercisable and Expiration Date (Month/Day/Year) 7. Title and Amount of Underlying Securities (Instr. 3 and 4)					Price of 9 Derivative Security (Instr. 5)	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)			
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares										
	11/30/03	11/30/12	Common Shares	2,000			6,000		D					
Ex	planation of	f Responses	:											
		_	/s/ David H	. Gunning		Decem	aber 3, 2002							
		*	**Signature o				Date							

** 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.

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