

KAMAN CORP
Form 4
February 23, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARNEAU ROBERT M

(Last) (First) (Middle)

47 BITTERSWEET LANE

(Street)

**SOUTH
GLASTONBURY, CT 060730000**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
KAMAN CORP [KAMN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2007

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) below)

Executive VP and 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Kaman Common Stock	02/20/2007 ⁽¹⁾		A		15,000 ⁽¹⁾	A \$ 0 117,193.68	D

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Pri Deriv Secur (Instr			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Appreciation Rights (SAR)	\$ 9.9							(2)	(2)	Kaman Common Stock	20,400
Stock Appreciation Rights (SAR)	\$ 14.5							(2)	(2)	Kaman Common Stock	5,800
Stock Options (Right to buy)	\$ 11.495							(2)	(2)	Kaman Common Stock	30,000
Stock Options (Right to buy)	\$ 14.5							(2)	(2)	Kaman Common Stock	2,935
Stock Options (Right to buy)	\$ 16.3125							(2)	(2)	Kaman Common Stock	1,261

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GARNEAU ROBERT M 47 BITTERSWEET LANE SOUTH GLASTONBURY, CT 060730000	Executive VP and CFO

Signatures

Robert M
Garneau 02/23/2007

**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).

(1) Represents a restricted stock award under the Corporation's 16b-3 qualified 2003 Stock Incentive Plan. The reporting person was not made aware of the rate at which restrictions lapse until February 21, 2007. The restricted stock award is subject to forfeiture by the reporting person until vesting, which shall occur on the first anniversary of the appointment of a permanent successor to the Company's President, but in no event later than February 28, 2009. Additionally, the restricted stock will vest if the reporting person's employment with or other service to the Company terminates before February 28, 2009 because of his death, "disability" (as defined in Company's 2003 Stock Incentive Plan) or in a manner that entitles him to severance payments under either his Employment Agreement or his Change in Control Agreement with the Company as a result of the termination of his employment by the Company without cause or by him for good reason.

(2) Exercisable at the rate of 20% per year, beginning one year after grant date; expires ten (10) years after grant. All options and stock appreciation rights are issued under the Corporation's 16b-3 qualified Stock Incentive Plan, including options issued under predecessor plan. The Plans include a feature which permits the exercise price for an option to be paid by withholding a portion of the shares otherwise issuable upon exercise.

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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