

KAMAN CORP
Form 4
February 23, 2005

FORM 4

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

OMB APPROVAL

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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 *
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 [KAMNA]

3. Date of Earliest Transaction
(Month/Day/Year)
02/22/2005

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)
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Kaman Class A Common | | | | | 76,305.68 | D | |
| Kaman Class B Common | | | | | 24,404 | D | |

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

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number.

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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Appreciation Rights (SAR) | \$ 9.9 | | | | | (1) | (1) | Kaman Class A Common | 51,000 |
| Stock Appreciation Rights (SAR) | \$ 10.3125 | | | | | (1) | (1) | Kaman Class A Common | 30,000 |
| Stock Appreciation Rights (SAR) | \$ 13.25 | | | | | (1) | (1) | Kaman Class A Common | 25,000 |
| Stock Appreciation Rights (SAR) | \$ 14.5 | | | | | (1) | (1) | Kaman Class A Common | 59,000 |
| Stock Appreciation Rights (SAR) | \$ 16.3125 | | | | | (1) | (1) | Kaman Class A Common | 40,000 |
| Stock Appreciation Rights (SAR) | \$ 17 | | | | | (1) | (1) | Kaman Class A Common | 12,500 |
| Stock Options (Right to buy) | \$ 10.3125 | | | | | (1) | (1) | Kaman Class A Common | 10,000 |
| Stock Options (Right to buy) | \$ 13.25 | | | | | (1) | (1) | Kaman Class A Common | 10,000 |
| Stock Options (Right to buy) | \$ 14.5 | | | | | (1) | (1) | Kaman Class A Common | 21,000 |
| | \$ 16.3125 | | | | | (1) | (1) | | 12,500 |

| Instrument | Exercise Price | Grant Date | Class | Quantity | Acquired | Released | Class | Quantity |
|------------------------------|----------------|------------|-------|----------|----------|----------|----------------------|----------|
| Stock Options (Right to buy) | | | | | | | Kaman Class A Common | |
| Stock Options (Right to buy) | \$ 17 | | | | (1) | (1) | Kaman Class A Common | 7,500 |
| Stock Options (Right to buy) | \$ 11.495 | 02/22/2005 | A | 30,000 | (1) | (1) | Kaman Class A Common | 30,000 |

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 02/23/2005

__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) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.