

KAMAN Corp
Form 5
February 12, 2015

FORM 5

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

OMB APPROVAL

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ANNUAL 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

1. Name and Address of Reporting Person *
Steiner Gregory L.

(Last) (First) (Middle)

C/O KAMAN CORPORATION, 1332 BLUE HILLS AVE

(Street)

BLOOMFIELD, CT 06002

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

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)
Exec VP, Kaman Corp; Pres, KAG

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Kaman Common Stock | | | | (A) or (D) Price | 27,175.725 (1) | D | |

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

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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. Pr Deriv Secur (Inst |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | Â | Â | Â | Â | Â Â | Â (3) Â (3) | Kaman Common Stock | 3,000 |
| Stock Options (Right to Buy) | \$ 21.595 | Â | Â | Â | Â Â | Â (4) Â (4) | Kaman Common Stock | 20,000 |
| Stock Options (Right to Buy) | \$ 26.07 | Â | Â | Â | Â Â | Â (4) Â (4) | Kaman Common Stock | 18,490 |
| Stock Options (Right to Buy) | \$ 16.35 | Â | Â | Â | Â Â | Â (4) Â (4) | Kaman Common Stock | 16,020 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Steiner Gregory L. C/O KAMAN CORPORATION 1332 BLUE HILLS AVE BLOOMFIELD, CT 06002 | Â | Â | Â Exec VP, Kaman Corp; Pres, KAG | Â |

Signatures

/s/ Richard S. Smith, Jr., Power of Attorney for Mr. Steiner
Date: 02/12/2015

**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).

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- Includes acquisition of 6,603 shares by the reporting person pursuant to the periodic, automatic reinvestment of dividends paid on the
- (1) Corporation's common stock under a program maintained by the reporting person's brokerage firm which is similar to the Corporation's Dividend Reinvestment Plan.
 - (2) Each restricted stock unit represents a contingent right to receive one share of Kaman common stock.
The restricted stock units vest in full on March 23, 2019, which is the date of the reporting person's 62nd birthday. Vested shares will be
 - (3) delivered to the reporting person on the later of six months and one day following the reporting person's separation from service from the Company, or January 2nd of the year following such separation from service.
Exercisable at the rate of 20% per year, generally beginning one year after grant date; expires ten (10) years after grant. All options and
 - (4) 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 provided 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.