

KAMAN C WILLIAM II
Form 4
December 02, 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 *
KAMAN C WILLIAM II

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5367 FLORENCE POINT DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

FERNANDINA BEACH, FL 32034

(City) (State) (Zip)

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

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 Class A Common | 11/03/2005 | | J ⁽¹⁾ | V 62,888 D \$ 0 ⁽¹⁾ 0 | | D | |
| Kaman Class B Common | 11/03/2005 | | J ⁽²⁾ | V 64,446 D \$ 0 ⁽²⁾ 0 | | D | |
| Kaman Common Stock | 11/03/2005 | | J ⁽¹⁾⁽²⁾ | V 218,393 A \$ 0 ⁽¹⁾ ₍₂₎ 218,393 | | D | |
| Kaman Common Stock | 12/01/2005 | | S | 35 D \$ 20 218,358 | | D | |

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| | | | | | | | | |
|----------------------------|------------|----------------------------|-----------|---|-------------------------------|------------|---|----------------------------|
| Kaman Common Stock | 12/01/2005 | S | 35.67 | D | \$ 20.03 | 218,322.33 | D | |
| Kaman Common Stock | 12/01/2005 | S | 33.33 | D | \$ 20.06 | 218,289 | D | |
| Kaman Common Stock | 12/01/2005 | S | 333.33 | D | \$ 20.07 | 217,955.67 | D | |
| Kaman Common Stock | 12/01/2005 | S | 102.33 | D | \$ 20.08 | 217,853.34 | D | |
| Kaman Common Stock | 12/01/2005 | S | 133.33 | D | \$ 20.09 | 217,720.01 | D | |
| Kaman Common Stock | 12/01/2005 | S | 414 | D | \$ 20.1 | 217,306.01 | D | |
| Kaman Common Stock | 12/01/2005 | S | 100 | D | \$ 20.13 | 217,206.01 | D | |
| Kaman Common Stock | 12/01/2005 | S | 166.67 | D | \$ 20.15 | 217,039.34 | D | |
| Kaman Common Stock | 12/01/2005 | S | 533.34 | D | \$ 20.16 | 216,506 | D | |
| Kaman Common Stock | 12/01/2005 | S | 13 | D | \$ 20.17 | 216,493 | D | |
| Kaman Common Stock | 12/01/2005 | S | 300 | D | \$ 20.18 | 216,193 | D | |
| Kaman Class A Common | 11/03/2005 | <u>J</u> ⁽¹⁾ | V 89,891 | D | \$ 0 <u>(1)</u> | 0 | I | Trustee for children |
| Kaman Class B Common | 11/03/2005 | <u>J</u> ⁽²⁾ | V 4,800 | D | \$ 0 <u>(2)</u> | 0 | I | Trustee for children |
| Kaman Common Stock | 11/03/2005 | <u>J</u> ⁽¹⁾⁽²⁾ | V 101,471 | A | \$ 0 <u>(1)</u> <u>(2)</u> | 101,471 | I | Trustee for children |

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.

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(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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|-------------------------------------------------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KAMAN C WILLIAM II 5367 FLORENCE POINT DRIVE FERNANDINA BEACH, FL 32034 | | X | | |

Signatures

Charles William
Kaman II
12/02/2005

__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).
Pursuant to a reclassification exempt under Rule 16b-7, each share of Class B Common Stock, par value \$1.00, was reclassified, at the holder's election, into either (i) 3.58 shares of Common Stock, entitled to one vote per share, or (ii) 1.84 shares of Common Stock and an amount in cash of \$27.10 per share. Mr. Kaman elected the treatment described in clauses (i) and (ii) of the preceding sentence.
- (1) Pursuant to a reclassification exempt under Rule 16b-7, each share of Class A (nonvoting) Common Stock, par value \$1.00, was redesignated into one share of Common Stock, par value \$1.00, entitled to one vote per share.

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.