KAMAN Corp Form 5 February 12, 2015

**OMB APPROVAL** FORM 5 **OMB** UNITED STATES SECURITIES AND EXCHANGE COMMISSION 3235-0362 Number: Washington, D.C. 20549 Check this box if January 31, Expires: no longer subject 2005 to Section 16. Estimated average ANNUAL STATEMENT OF CHANGES IN BENEFICIAL Form 4 or Form burden hours per 5 obligations OWNERSHIP OF SECURITIES response... 1.0 may continue. See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940 Form 4 Transactions Reported 1. Name and Address of Reporting Person \* 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Person(s) to Issuer Starr Robert D. Symbol KAMAN Corp [KAMN] (Check all applicable) 3. Statement for Issuer's Fiscal Year Ended (Last) (First) (Middle) (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify 12/31/2014 below) below) C/O KAMAN Sr VP and CFO CORPORATION, Â 1332 BLUE **HILLS AVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Reporting Filed(Month/Day/Year) (check applicable line) BLOOMFIELD, CTÂ 06002 \_X\_ Form Filed by One Reporting Person Form Filed by More than One Reporting (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Acquired (A) or Securities Ownership Indirect (Instr. 3) Code Disposed of (D) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned at end of (D) or Ownership Issuer's Fiscal Indirect (I) (Instr. 4) (A) Year (Instr. 4) or (Instr. 3 and 4) (D) Price Amount Kaman 16,336.8039 Â Â Â Â Â Common D (1) Stock Persons who respond to the collection of information **SEC 2270** Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. contained in this form are not required to respond unless (9-02)the form displays a currently valid OMB control number.

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5.<br>Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |     |                     |                    | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                                     | 8. I<br>Des<br>Sec<br>(In |
|---|---|---|---|---|---|-----|---------------------|--------------------|---|-------------------------------------|---------------------------|
|   |   |   |   |   | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of Shares |                           |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 36.29  | Â                                       | Â   | Â                                       | Â   | Â   | (2)                 | 02/18/2023         | Kaman<br>Common<br>Stock                                      | 5,135                               |                           |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 39.22  | Â                                       | Â   | Â                                       | Â   | Â   | (3)                 | 02/19/2024         | Kaman<br>Common<br>Stock                                      | 15,470                              |                           |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 33.59  | Â                                       | Â   | Â                                       | Â   | Â   | (2)                 | 02/20/2022         | Kaman<br>Common<br>Stock                                      | 5,220                               |                           |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 31.775   | Â                                       | Â   | Â                                       | Â   | Â   | (2)                 | 02/21/2021         | Kaman<br>Common<br>Stock                                      | 5,260                               |                           |
| Stock<br>Options<br>(Right to<br>Buy)               | \$ 26.07  | Â                                       | Â   | Â                                       | Â   | Â   | (2)                 | 02/22/2020         | Kaman<br>Common<br>Stock                                      | 6,310                               |                           |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                     |       |  |  |  |
|---|---------------|-----------|---------------------|-------|--|--|--|
| • 0   | Director      | 10% Owner | Officer             | Other |  |  |  |
| Starr Robert D.<br>C/O KAMAN CORPORATION<br>1332 BLUE HILLS AVE<br>BLOOMFIELD, CT 06002 | Â             | Â         | Sr<br>VP and<br>CFO | Â     |  |  |  |

## **Signatures**

/s/ Robert D. 02/12/2015 Starr

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\*\*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) Includes acquisition of 29.6967 shares under the Corporation's Employees Stock Purchase Plan, a Rule 16b-3 qualified plan, through 12/31/2014.
- Exercisable at the rate of 20% per year, generally beginning March 1st of the year after the grant date; expires ten (10) years after grant.

  (2) All options and stock appreciation rights were issued under the Corporation's 16b-3 qualified Stock Incentive Plans. 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.
- Represents a Non-Qualified Stock Option granted under the Kaman Corporation 2013 Management Incentive Plan, a Rule 16b-3 qualified plan. Exercisable at the rate of 20% per year, beginning March 1 of the year following the date of grant; expires ten (10) years after the date of grant. The Plan includes a feature which permits the exercise price of 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.

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