

K2 INC
Form 4
April 29, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCOTT E LYNN

(Last) (First) (Middle)
1201 SE 30TH ST.

(Street)

BENTONVILLE, AR 72712

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
K2 INC [KTO]

3. Date of Earliest Transaction
(Month/Day/Year)
04/28/2005

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)
CEO of Brass Eagle Inc.

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) Price			
Common Stock, \$1 par					45,369	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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) \$12.51	\$ 12.51	04/28/2005		A		20,000		04/28/2006	04/28/2015	Common Stock, \$1 par	20,000
Employee Stock Option (right to buy) \$13.69	\$ 13.69							05/18/2005	05/18/2014	Common Stock, \$1 par	12,500
Stock Option (Right to Buy) \$13.25	\$ 13.25							12/11/2003	11/19/2009	Common Stock, \$1 par	6,036
Stock Option (Right to Buy) \$13.25	\$ 13.25							12/11/2003	02/01/2009	Common Stock, \$1 par	18,108
Stock Option (Right to Buy) \$13.90	\$ 13.9							12/11/2003	12/03/2012	Common Stock, \$1 par	6,036
Stock Option (Right to Buy) \$18.22	\$ 18.22							12/11/2003	11/26/2007	Common Stock, \$1 par	43,610
Stock Option (Right to Buy) \$7.04	\$ 7.04							12/11/2003	12/21/2011	Common Stock, \$1 par	8,752

Stock Option (Right to Buy) \$7.25	\$ 7.25	12/11/2003	12/20/2010	Common Stock, \$1 par	8,537
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCOTT E LYNN 1201 SE 30TH ST. BENTONVILLE, AR 72712			CEO of Brass Eagle Inc.	

Signatures

By: Diana Crawford on behalf of Lynn
Scott

04/29/2005

__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).

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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