

SAUNDERS ROBERT H JR
 Form 5
 February 07, 2006

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

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 *
 SAUNDERS ROBERT H JR

(Last) (First) (Middle)

837 NEIPSIC ROAD

(Street)

GLASTONBURY, CT 060332566

(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)
 12/31/2005

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)
 President, Kaman Music Corp

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)	(A) or (D)	Amount or Price	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 Indirect Beneficial Ownership (Instr. 4)
Kaman Class A Common	11/03/2005	Â	J ⁽¹⁾	41,857.03	D	\$ 0 <u>(1)</u>	0	D	Â
Kaman Class B Common	11/03/2005	Â	J ⁽³⁾	720	D	\$ 0 <u>(3)</u>	0	D	Â
Kaman Common Stock	11/03/2005	Â	J ⁽¹⁾⁽³⁾	44,434.03	A	\$ 0 <u>(1)</u> <u>(3)</u>	44,464.49 <u>(4)</u>	D	Â

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

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SEC 2270
(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. Amount or Number of Shares
Stock Appreciation Rights (SAR)	\$ 9.9	Â	Â	Â	Â	Â (5)	Kaman Common Stock	22,980
Stock Appreciation Rights (SAR)	\$ 14.5	Â	Â	Â	Â	Â (5)	Kaman Common Stock	6,000
Stock Appreciation Rights (SAR)	\$ 16.3125	Â	Â	Â	Â	Â (5)	Kaman Common Stock	3,000
Stock Options (Right to buy)	\$ 14.5	Â	Â	Â	Â	Â (5)	Kaman Common Stock	2,400
Stock Options (Right to buy)	\$ 16.3125	Â	Â	Â	Â	Â (5)	Kaman Common Stock	1,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SAUNDERS ROBERT H JR 837 NEIPSIC ROAD GLASTONBURY, CT 060332566	Â	Â	Â	President, Kaman Music Corp

Signatures

Robert H
Saunders, Jr.

02/07/2006

 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).
- (2) Includes acquisition of 42.48 shares under the Corporation's Employees Stock Purchase Plan, a 16(b)-3 qualified plan, and the Dividend Reinvestment Program, as well as the cash out of 0.34 shares under the Dividend Reinvestment Program.

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. Saunders elected the treatment described in clause (i) of the preceding sentence.
- (3) 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.
- (5) Includes acquisition of 30.46 shares under the Corporation's Employees Stock Purchase Plan, a 16(b)-3 qualified plan
- (4) 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.
- (1)

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