

KAMAN Corp
Form 5
February 16, 2016

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 *
Starr Robert D.

(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)
12/31/2015

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 and CFO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Kaman Common Stock | | | | (A) or (D) Price | 20,445.7609 (1) (2) | D | |

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)

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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. I. De. Sec. (In | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------|----------------------------|
| | | | | | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) | \$ 36.29 | Â | Â | Â | Â Â Â (3) | | 02/18/2023 | Kaman Common Stock | 5,135 |
| Stock Options (Right to Buy) | \$ 39.22 | Â | Â | Â | Â Â Â (4) | | 02/19/2024 | Kaman Common Stock | 15,470 |
| Stock Options (Right to Buy) | \$ 33.59 | Â | Â | Â | Â Â Â (3) | | 02/20/2022 | Kaman Common Stock | 5,220 |
| Stock Options (Right to Buy) | \$ 31.775 | Â | Â | Â | Â Â Â (3) | | 02/21/2021 | Kaman Common Stock | 5,260 |
| Stock Options (Right to Buy) | \$ 26.07 | Â | Â | Â | Â Â Â (3) | | 02/22/2020 | Kaman Common Stock | 6,310 |

Reporting Owners

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

Signatures

/s/ Richard Smith, Power of Attorney for Mr. Starr 02/16/2016

__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 approximately 76 shares under the Dividend Reinvestment Program, through 12/31/2015.
- (2) Includes acquisition of approximately 7 shares under the Corporation's Employee Stock Purchase Plan, a Rule 16b-3 qualified plan, through 12/31/2015
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.
- (3) 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.
- (4)

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.