

HECKMANN RICHARD J
 Form 4
 May 25, 2006

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 *
 HECKMANN RICHARD J

(Last) (First) (Middle)
 5818 EL CAMINO REAL
 (Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/23/2006

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)
 Chairman of the Board & CEO

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					298,100	D	
Common Stock					32	I	by ESOP
Common Stock					10,000	I	by IRA

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

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number.

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 Security (Instr. 3 and 4)
				Code V	(A) (D)	Date Exercisable Expiration Date	Title
Non-Qualified Stock Option (right to buy)	\$ 11.15	05/23/2006		A	100,000	05/23/2007 05/23/2016	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.13					01/04/2000 01/04/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.3					01/02/2002 01/02/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.45					04/01/2004 04/01/2013	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 7.75					01/05/2001 01/05/2011	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 10.63					01/04/2000 01/04/2009	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 12.51					04/28/2006 04/28/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 13.69					05/18/2005 05/18/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 21.5					01/02/1999 01/02/2008	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

HECKMANN RICHARD J
5818 EL CAMINO REAL
CARLSBAD, CA 92008

X

Chairman of the Board & CEO

Signatures

By: Mark A Rosebrock For: Richard J
Heckmann

05/25/2006

__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).

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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