

CLARK CANDACE A
Form 5
February 06, 2006

FORM 5

**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).
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 *
CLARK CANDACE A

(Last) (First) (Middle)

290 WATERVILLE ROAD

(Street)

AVON, CT 060010000

(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)
Sr VP, CLO and Secretary

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)	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⁾	34,917.76	D	\$ 0 ⁽¹⁾	0	D	Â
Kaman Class B Common	11/03/2005	Â	J ⁽³⁾	1,042	D	\$ 0 ⁽³⁾	0	D	Â
Kaman Common Stock	11/03/2005	Â	J ⁽¹⁾⁽³⁾	36,834.76	A	\$ 0 ⁽¹⁾⁽³⁾	36,834.82 ⁽⁴⁾	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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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 Â (5)	Â (5)	Kaman Common Stock	16,560
Stock Options (Right to buy)	\$ 10.3125	Â	Â	Â	Â Â Â (5)	Â (5)	Kaman Common Stock	7,500
Stock Options (Right to buy)	\$ 10.375	Â	Â	Â	Â Â Â (5)	Â (5)	Kaman Common Stock	2,000
Stock Options (Right to buy)	\$ 13.25	Â	Â	Â	Â Â Â (5)	Â (5)	Kaman Common Stock	5,000
Stock Options (Right to buy)	\$ 14.5	Â	Â	Â	Â Â Â (5)	Â (5)	Kaman Common Stock	22,000
Stock Options (Right to buy)	\$ 16.3125	Â	Â	Â	Â Â Â (5)	Â (5)	Kaman Common Stock	10,500
Stock Options (Right to buy)	\$ 17	Â	Â	Â	Â Â Â (5)	Â (5)	Kaman Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK CANDACE A 290 WATERVILLE ROAD AVON, CT 060010000	Â	Â	Â Sr VP, CLO and Secretary	Â

Signatures

Candace A Clark 02/06/2006

**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).
 - (3) 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. Ms. Clark elected the treatment described in clause (ii) of the preceding sentence.
 - (5) 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.
 - (4) Includes acquisition of 0.06 shares under the Corporation's Employees Stock Purchase Plan, a 16(b)-3 qualified plan, through 12/31/05
 - (2) Includes the acquisition of 0.10 shares under the Corporation's Employees Stock Purchase Plan, a 16(b)-3 qualified plan
 - (1) 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.

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.