

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| | | |
|---|--|---|
| 1. Name and Address of Reporting Person* <u>PAINTER JONATHAN W</u> (Last) (First) (Middle) <u>KADANT INC.</u> <u>ONE TECHNOLOGY PARK DRIVE</u> (Street) <u>WESTFORD MA 01886</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>KADANT INC [KAI]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/10/2017</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>PRESIDENT AND CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 03/10/2017 | | M | | 8,604 | A | (1) | 70,556 | D | |
| Common Stock | 03/10/2017 | | F | | 4,049 | D | \$57.8 | 66,507 | D | |
| Common Stock | 03/10/2017 | | M | | 2,141 | A | (2) | 68,648 | D | |
| Common Stock | 03/10/2017 | | F | | 1,008 | D | \$57.8 | 67,640 | D | |
| Common Stock | 03/10/2017 | | M | | 7,343 | A | (3) | 74,983 | D | |
| Common Stock | 03/10/2017 | | F | | 3,455 | D | \$57.8 | 71,528 | D | |
| Common Stock | 03/10/2017 | | M | | 1,873 | A | (4) | 73,401 | D | |
| Common Stock | 03/10/2017 | | F | | 882 | D | \$57.8 | 72,519 | D | |
| Common Stock | 03/10/2017 | | M | | 9,281 | A | (5) | 81,800 | D | |
| Common Stock | 03/10/2017 | | F | | 4,367 | D | \$57.8 | 77,433 | D | |
| Common Stock | 03/10/2017 | | M | | 2,378 | A | (6) | 79,811 | D | |
| Common Stock | 03/10/2017 | | F | | 1,119 | D | \$57.8 | 78,692 | D | |

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 Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------|---|--|--|---|--|
| | | | | Code | V | | Date Exercisable | Expiration Date | | | | | |
| Restricted Stock Unit | \$0.0 | 03/10/2017 | | M | | 8,604 | (1) | 03/10/2017 | Common Stock | 8,604 | \$0 | 0 | D |
| Restricted Stock Unit | \$0.0 | 03/10/2017 | | M | | 2,141 | (2) | 03/10/2017 | Common Stock | 2,141 | \$0 | 0 | D |
| Restricted Stock Unit | \$0.0 | 03/10/2017 | | M | | 7,343 | (3) | 03/10/2018 | Common Stock | 7,343 | \$0 | 7,343 | D |

**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 Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Restricted Stock Unit | \$0.0 | 03/10/2017 | | M | | | 1,873 | (4) | 03/10/2018 | Common Stock | 1,873 | \$0 | 1,873 | D | |
| Restricted Stock Unit | \$0.0 | 03/10/2017 | | M | | | 9,281 | (5) | 03/31/2019 | Common Stock | 9,281 | \$0 | 18,562 | D | |
| Restricted Stock Unit | \$0.0 | 03/10/2017 | | M | | | 2,378 | (6) | 03/31/2019 | Common Stock | 2,378 | \$0 | 4,754 | D | |

Explanation of Responses:

- The shares represent the partial settlement under a performance-based RSU award granted March 5, 2014. One-third of the RSU vested and became distributable on March 10, 2017 and was converted to common stock on a one-for-one basis on the vesting date.
- The shares represent the partial settlement under a time-based RSU award granted March 5, 2014. One-third of the RSU vested and became distributable on March 10, 2017 and was converted to common stock on a one-for-one basis on the vesting date.
- The shares represent the partial settlement under a performance-based RSU award granted March 9, 2015. One-third of the RSU vested and became distributable on March 10, 2017 and was converted to common stock on a one-for-one basis on the vesting date.
- The shares represent the partial settlement under a time-based RSU award granted March 9, 2015. One-third of the RSU vested and became distributable on March 10, 2017 and was converted to common stock on a one-for-one basis on the vesting date.
- The shares represent the partial settlement under a performance-based RSU award granted March 8, 2016. One-third of the RSU vested and became distributable on March 10, 2017 and was converted to common stock on a one-for-one basis on the vesting date.
- The shares represent the partial settlement under a time-based RSU award granted March 8, 2016. One-third of the RSU vested and became distributable on March 10, 2017 and was converted to common stock on a one-for-one basis on the vesting date.

Remarks:

by Melodie T. Morin for 03/14/2017
Jonathan W. Painter

** Signature of Reporting Person Date

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

* 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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