

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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* OBRIEN THOMAS M | | | 2. Issuer Name and Ticker or Trading Symbol KADANT INC [KAI] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) CFO, EXECUTIVE VICE PRESIDENT | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 03/07/2012 | | | 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 | | |
| ONE TECHNOLOGY PARK DRIVE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) WESTFORD MA 01886 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | 03/10/2012 | | M | | 4,800 | A | (3) | 28,623 | D | |
| Common Stock | 03/10/2012 | | F | | 1,522 | D | \$22.8 | 27,101 | D | |
| Common Stock | 03/10/2012 | | M | | 4,800 | A | (4) | 31,901 | D | |
| Common Stock | 03/10/2012 | | F | | 1,522 | D | \$22.8 | 30,379 | 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 |
| Restricted Stock Unit | \$0. | 03/07/2012 | | A | | 11,225 | | (1) | 03/10/2015 | Common Stock | 11,225 ⁽¹⁾ | \$0. | 11,225 | D | |
| Stock Option (Right to Buy) | \$21.91 | 03/07/2012 | | A | | 14,004 | | (2) | 03/07/2012 | Common Stock | 14,004 ⁽²⁾ | \$0. | 14,004 | D | |
| Restricted Stock Unit | \$0. | 03/10/2012 | | M | | 4,800 | | (3) | 03/10/2013 | Common Stock | 4,800 ⁽³⁾ | \$0. | 4,800 | D | |
| Restricted Stock Unit | \$0. | 03/10/2012 | | M | | 4,800 | | (4) | 03/10/2014 | Common Stock | 4,800 ⁽⁴⁾ | \$0. | 9,599 | D | |

Explanation of Responses:

- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the issuer's common stock. The RSU vests in three equal annual installments beginning on March 10, 2013, provided that the issuer meets certain performance requirements for fiscal 2012 and the reporting person is employed by the issuer on the vesting date. The maximum number of shares the reporting person may receive is 150% of the RSU amount.
- This stock option vests and becomes exercisable in three equal annual installments beginning on March 7, 2013, provided the reporting person is employed by the issuer on the vesting date.
- The shares represent the partial settlement under a RSU award granted 3/3/2010. One-third of the RSU vested on 3/10/2012 and was converted to common stock on a one-for-one basis on the vesting date.
- The shares represent the partial settlement under a RSU award granted 3/9/2011. One-third of the RSU vested on 3/10/2012 and was converted to common stock on a one-for-one basis on the vesting date.

Remarks:

by Sandra L. Lambert for 03/16/2012
Thomas M. O'Brien
 ** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.