SEC Form 4

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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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| - | | |

| 1. Name and Addres | ss of Reporting Person | * | 2. Issuer Name and Ticker or Trading Symbol <u>KADANT INC</u> [KAI] | | tionship of Reporting Perso all applicable) Director | on(s) to Issuer 10% Owner |
|---------------------------|------------------------|----------|---|-------------------|---|------------------------------|
| (Last) KADANT INC. | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 07/02/2011 | | Officer (give title below) | Other (specify below) |
| ONE TECHNOLOGY PARK DRIVE | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) | (Check Applicable | |
| (Street) WESTFORD | MA | 01886 | | X | Form filed by One Repo Form filed by More than Person | 0 |
| (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) | Code (Instr. | | 4. Securities / Disposed Of (5) | | | Securities | 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 | Transaction(s) (Instr. 3 and 4) | | (msu: 4) |
| Common Stock | 07/02/2011 | | М | | 1,250 | Α | (1) | 10,000 | 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. Transa Code (8) | | Derivative | | 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 | 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 | | Transaction(s) (Instr. 4) | | |
| Restricted Stock Unit | \$0 | 07/02/2011 | | М | | | 1,250 ⁽¹⁾ | (1) | (1) | Common Stock | 1 , 250 ⁽¹⁾ | \$ <mark>0</mark> | 2,500 | D | |

Explanation of Responses:

1. Represents partial vesting of restricted stock unit award on 07/02/2011 and delivery of shares to the reporting person pursuant to the terms of a restricted stock unit award agreement dated 03/10/2011. **Remarks:**

by Sandra L. Lambert for John 07/06/2011 M. Albertine

** 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.