

OBRIEN THOMAS M
Form 4
March 12, 2013

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 *
OBRIEN THOMAS M

(Last) (First) (Middle)

**ONE TECHNOLOGY PARK
DRIVE**

(Street)

WESTFORD, MA 01886

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
KADANT INC [KAI]

3. Date of Earliest Transaction
(Month/Day/Year)
03/10/2013

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)
CFO, EXECUTIVE VICE PRESIDENT

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)	(A) or (D)	5. Amount or Price	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 Ownership (Instr. 4)
Common Stock	03/10/2013		M	4,800	A	①	31,179	D	
Common Stock	03/10/2013		F	1,565	D	\$ 26.58	29,614	D	
Common Stock	03/10/2013		M	4,800	A	②	34,414	D	
Common Stock	03/10/2013		F	1,565	D	\$ 26.58	32,849	D	
Common Stock	03/10/2013		M	4,834	A	③	37,683	D	

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Common Stock 03/10/2013 F 1,576 D \$ 26.58 36,107 D

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)	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/10/2013		M	4,800	<u>(1)</u> 03/10/2013	Common Stock	4,800 <u>(1)</u>
Restricted Stock Unit	\$ 0	03/10/2013		M	9,599	<u>(2)</u> 03/10/2014	Common Stock	4,800 <u>(2)</u>
Restricted Stock Unit	\$ 0	03/10/2013		M	14,503	<u>(3)</u> 03/10/2015	Common Stock	4,834 <u>(3)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships
OBRIEN THOMAS M ONE TECHNOLOGY PARK DRIVE WESTFORD, MA 01886	Director 10% Owner Officer Other
	CFO, EXECUTIVE VICE PRESIDENT

Signatures

by Sandra L. Lambert for Thomas M. O'Brien 03/12/2013

**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).
- (1) The shares represent the partial settlement under a RSU award granted 3/3/2010. One-third of the RSU vested on 3/10/2013 and was converted to common stock on a one-for-one basis on the vesting date.
- (2) The shares represent the partial settlement under a RSU award granted 3/9/2011. One-third of the RSU vested on 3/10/2013 and was converted to common stock on a one-for-one basis on the vesting date.
- (3) The shares represent the partial settlement under a RSU award granted 3/7/2012. One-third of the RSU vested on 3/10/2013 and was converted to vested common stock on a one-for-one basis on the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space 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.