

GODBOLD WILFORD D JR  
 Form 4/A  
 May 17, 2005

**FORM 4**

**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).

**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 \*  
**GODBOLD WILFORD D JR**

(Last) (First) (Middle)  
 2771 CLUB DRIVE  
 (Street)

LOS ANGELES, CA 90064

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**K2 INC [KTO]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**04/28/2005**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**04/29/2005**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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)	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, \$1 par				(A) or (D) Code V Amount (D) Price	1,000	D	

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

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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 Option (right to buy) \$12.51	\$ 12.51	04/28/2005		A	7,500	04/28/2005 04/28/2015	Common Stock, \$1 par	7,500
Stock Option (Right to Buy) \$10.06 (d)	\$ 10.06					01/23/2003 01/23/2013	Common Stock, \$1 par	5,000
Stock Option (Right to Buy) \$10.625 (d)	\$ 10.625					01/04/2000 01/04/2009	Common Stock, \$1 par	1,000
Stock Option (Right to Buy) \$13.69	\$ 13.69					05/19/2004 05/18/2014	Common Stock, \$1 par	5,000
Stock Option (right to buy) \$15.34	\$ 15.34					01/06/2004 01/05/2014	Common Stock, \$1 par	5,000
Stock Option (Right to Buy) \$7.125 (d)	\$ 7.125					01/04/2000 01/04/2011	Common Stock, \$1 par	10,000
Stock Option (Right to	\$ 7.3					01/02/2002 01/02/2012	Common Stock, \$1 par	5,000

Buy)  
\$7.30 (d)

Stock  
Option  
(Right to Buy) \$ 7.75  
\$7.75 (d)

01/05/2001 01/05/2011 Common  
Stock, \$1 5,000  
par

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GODBOLD WILFORD D JR 2771 CLUB DRIVE LOS ANGELES, CA 90064		X		

## Signatures

By: Diana Crawford on behalf of Wilford D.  
Godbold, Jr.

04/29/2005

\_\_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).

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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