

KADANT INC  
Form 4  
March 12, 2015

**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 \*  
LAMBERT SANDRA L

(Last) (First) (Middle)

KADANT INC., 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)  
03/10/2015

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)  
VP, GENERAL COUNSEL, SECRETARY

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/10/2015		M		1,464 A <u>(1)</u> 19,967	D	
Common Stock	03/10/2015		F		476 D \$ 46.99 19,491	D	
Common Stock	03/10/2015		M		1,363 A <u>(2)</u> 20,854	D	
Common Stock	03/10/2015		F		443 D \$ 46.99 20,411	D	
Common Stock	03/10/2015		M		948 A <u>(3)</u> 21,359	D	

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Common Stock	03/10/2015	F	309	D	\$ 46.99	21,050	D
Common Stock	03/10/2015	M	235	A	<u>(4)</u>	21,285	D
Common Stock	03/10/2015	F	76	D	\$ 46.99	21,209	D
Common Stock	03/11/2015	<u>S<sup>(5)</sup></u>	2,887	D	\$ 46.4036 <u>(6)</u>	18,322	D

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

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(9-02)

**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)	8. Amount or Number of Shares
Restricted Stock Unit <u>(1)</u>	\$ 0	03/10/2015		M	1,464	<u>(1)</u> 03/10/2015	Common Stock	1,464 <u>(1)</u>
Restricted Stock Unit <u>(2)</u>	\$ 0	03/10/2015		M	1,363	<u>(2)</u> 03/10/2016	Common Stock	1,363 <u>(2)</u>
Restricted Stock Unit <u>(3)</u>	\$ 0	03/10/2015		M	948	<u>(3)</u> 03/10/2017	Common Stock	948 <u>(3)</u>
Restricted Stock Unit <u>(4)</u>	\$ 0	03/10/2015		M	235	<u>(4)</u> 03/10/2017	Common Stock	235 <u>(4)</u>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAMBERT SANDRA L KADANT INC. ONE TECHNOLOGY PARK DRIVE WESTFORD, MA 01886			VP, GENERAL COUNSEL, SECRETARY	

## Signatures

Sandra L. Lambert  
03/12/2015

\*\*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 performance-based RSU award granted 3/7/2012. One-third of the RSU vested on 3/10/2015 and was converted to vested common stock on a one-for-one basis on the vesting date.
  - (2) The shares represent the partial settlement under a performance-based RSU award granted 3/6/2013. One-third of the RSU vested on 3/10/2015 and was converted to vested common stock on a one-for-one basis on the vesting date.
  - (3) The shares represent the partial settlement under a performance-based RSU award granted 3/5/2014. One-third of the RSU vested on 3/10/2015 and was converted to vested common stock on a one-for-one basis on the vesting date.
  - (4) The shares represent the partial settlement under a time-based RSU award granted 3/5/2014. One-third vested on a one-for-one basis on the vesting date.
  - (5) The transactions reported on this Form 4 were executed pursuant to a Rule 10-b-5-1 trading plan adopted December 19, 2014.  
Represents the weighted average sale price. The actual sales prices range from \$46.29 to \$46.51 per share. The reporting person will
  - (6) supply the SEC, the Issuer, or a security holder of the Issuer, with full information regarding the number of shares at each price upon request.

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.