

LAMBERT SANDRA L
Form 4
March 16, 2012

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 *
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)
03/07/2012

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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	03/10/2012		M		1,454 A (3) 30,642	D	
Common Stock	03/10/2012		F		461 D \$ 22.8 30,181	D	
Common Stock	03/10/2012		M		1,455 A (4) 31,636	D	
Common Stock	03/10/2012		F		462 D \$ 22.8 31,174	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit ⁽¹⁾	\$ 0	03/07/2012		A	3,401	⁽¹⁾ 03/10/2015	Common Stock 3,401 ⁽¹⁾
Stock Option (Right to Buy)	\$ 21.91	03/07/2012		A	4,244	⁽²⁾ 03/07/2022	Common Stock 4,244 ⁽²⁾
Restricted Stock Unit	\$ 0	03/10/2012		M	1,454	⁽³⁾ 03/10/2013	Common Stock 1,454 ⁽³⁾
Restricted Stock Unit	\$ 0	03/10/2012		M	1,455	⁽⁴⁾ 03/10/2014	Common Stock 1,454 ⁽⁴⁾

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
03/16/2012
Date

**Signature of Reporting Person

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).

- 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.
- (1) This stock option vests and becomes exercisable in three annual installments beginning on March 7, 2013, provided the reporting person is employed by the issuer on the vesting date.
 - (3) 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 vested common stock on a one-for-one basis on the vesting date.
 - (4) 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.

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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