KADANT INC Form 4 March 07, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB 3235-0287

Estimated average

5 Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Number: January 31, 2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

burden hours per response... 0.5

1(b).

(Print or Type Responses)

1 Name and Address of Reporting Person *

LAMBERT	SANDRA L	Symbol	Symbol KADANT INC [KAI]				Issuer (Check all applicable)			
(Last) KADANT I TECHNOL		(Month/D 03/05/20	3. Date of Earliest Transaction (Month/Day/Year) 03/05/2014				Director 10% Owner Selficient (give title Other (specify below) below) VP, GENERAL COUNSEL, SECRETARY			
WESTFOR	(Street) D, MA 01886		ndment, Dat th/Day/Year)	ŭ		6. Individual or Applicable Line) _X_ Form filed by Form filed by Person	_	erson		
(City)	(State)	(Zip) Table	e I - Non-D	erivative S	ecurities Ac	quired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4	(A) or of (D)	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)		
Common Stock						17,261	D			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

number.

Persons who respond to the collection of

information contained in this form are not

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

SEC 1474

(9-02)

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1. Title of Derivative Security (Instr. 3)	2. 3. Transaction Dat Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number Transaction Derivative Code Securities (Instr. 8) 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	\$ 0	03/05/2014		A	2,830	<u>(1)</u>	03/10/2017	Common Stock	2,830 (1)
Restricted Stock Unit	\$ 0	03/05/2014		A	707	(2)	03/10/2017	Common Stock	707 (2)

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

**Signature of Date

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 installations beginning on March 10, 2015, provided that the Issuer meets certain performance requirements for fiscal 2014 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.
- (2) This RSU vests and becomes exercisable in three annual installments beginning on March 10, 2015, provided the reporting person is employed by the Issuer 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.

Reporting Owners 2