

Powell Jeffrey L
Form 4
March 16, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Powell Jeffrey 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
X Officer (give title below) ____ Other (specify below)

SENIOR VICE PRESIDENT

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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	03/10/2012		M		3,372	A (3)	10,627	D
Common Stock	03/10/2012		F		1,069	D \$ 22.8	9,558	D
Common Stock	03/10/2012		M		3,525	A (4)	13,083	D
Common Stock	03/10/2012		F		1,118	D \$ 22.8	11,965	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Unit ⁽¹⁾	\$ 0	03/07/2012		A	8,245	⁽¹⁾ 03/10/2015	Common Stock 8,245 ⁽¹⁾
Stock Option (Right to Buy)	\$ 21.91	03/07/2012		A	10,287	⁽²⁾ 03/07/2012	Common Stock 10,287 ⁽²⁾
Restricted Stock Unit	\$ 0	03/10/2012		M	3,372	⁽³⁾ 03/10/2013	Common Stock 3,372 ⁽³⁾
Restricted Stock Unit	\$ 0	03/10/2012		M	3,525	⁽⁴⁾ 03/10/2014	Common Stock 3,525 ⁽⁴⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Powell Jeffrey L KADANT INC. ONE TECHNOLOGY PARK DRIVE WESTFORD, MA 01886			SENIOR VICE PRESIDENT	

Signatures

by Sandra L. Lambert for Jeffrey L. Powell 03/16/2012

**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).

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- 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)
 - (2) This stock option vests and becomes exercisable in three equal 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 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.

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