

HECKMANN RICHARD J
 Form 4
 May 17, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 HECKMANN RICHARD J

(Last) (First) (Middle)
 5818 EL CAMINO REAL
 (Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/16/2005

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)
 Chief Executive Officer

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock, \$1 par	05/16/2005		P	5,000 A \$ 11.49	10,000	I	By IRA
Common Stock, \$1 par					298,100	D	
Common Stock, \$1 par					32	I	By ESOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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
Employee Stock Option (right to buy) \$12.51	\$ 12.51					04/28/2006 04/28/2015	Common Stock, \$1 par	100,000
Employee Stock Option (right to buy) \$13.69	\$ 13.69					05/18/2005 05/18/2014	Common Stock, \$1 par	250,000
Stock Option (Right to Buy) \$10.625 (d)	\$ 10.625					01/04/2000 01/04/2009	Common Stock, \$1 par	500
Stock Option (Right to Buy) \$21.50 (d)	\$ 21.5					01/02/1999 01/02/2008	Common Stock, \$1 par	1,000
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 Buy) \$7.30 (d)	\$ 7.3	01/02/2002	01/02/2012	Common Stock, \$1 par	5,000
Stock Option (Right to Buy) \$7.45	\$ 7.45	04/01/2004	04/01/2013	Common Stock, \$1 par	150,000
Stock Option (Right to Buy) \$7.75 (d)	\$ 7.75	01/05/2001	01/05/2011	Common Stock, \$1 par	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HECKMANN RICHARD J 5818 EL CAMINO REAL CARLSBAD, CA 92008	X		Chief Executive Officer	

Signatures

By: Diana Crawford on behalf of Richard J. Heckmann
 Date: 05/16/2005

__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.

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.