

KAMAN CORP
Form S-8 POS
June 10, 2004

As filed with the Securities and Exchange Commission
on June 10, 2004

Registration No. 333- _____

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

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Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1
TO FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

KAMAN CORPORATION
(Exact name of registrant as specified in its charter)

Connecticut
(State or other jurisdiction
of incorporation or organization)

06-0613548
(I.R.S. Employer
Identification No.)

1332 Blue Hills Avenue
Bloomfield, Connecticut 06002
(Address of principal executive offices) (Zip Code)

KAMAN CORPORATION 1993 STOCK INCENTIVE PLAN

(Full title of the plan)

Candace A. Clark
Senior Vice President,
Chief Legal Officer and Secretary
Kaman Corporation
1332 Blue Hills Avenue
Bloomfield, Connecticut 06002
(Name and address of agent for service)

(860) 243-7100
(Telephone number, including area code, of agent for service)

EXPLANATORY STATEMENT

On October 27, 1998, Kaman Corporation (the "Company") filed a registration statement on Form S-8 (File No. 333-66179) to register 2,355,539 shares of the Company's Class A Common Stock, par value \$1.00 per share (the "Class A Common Stock") for issuance in connection with the Company's 1993 Stock Incentive Plan (the "1993 Plan").

Pursuant to Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 1 to Form S-8 Registration Statement is being filed in order to deregister and withdraw from registration all shares of the Company's Class A Common Stock remaining unsold under Registration Statement No. 333-66179 as of the date hereof (the "Carryover Shares").

Concurrently with the filing of this Post Effective

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Amendment No. 1 to Form S-8 Registration Statement, the Company is also filing a new registration statement on Form S-8 (the "New Registration Statement"). The New Registration Statement relates to the registration of the offer and sale of 2,000,000 shares of the Company's Class A Common Stock issuable pursuant to the terms of the Company's 2003 Stock Incentive Plan, which is the successor to the Company's 1993 Plan. Pursuant to General Instruction E of Form S-8 and related interpretations of the staff of the Division of Corporation Finance of the Securities and Exchange Commission, the Carryover Shares (and the related registration fee previously paid in connection therewith) are being carried forward to the Company's New Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 1 to Form S-8 registration statement and has duly caused this Post-Effective Amendment No. 1 to Form S-8 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Bloomfield and State of Connecticut on the 10th day of June, 2004.

KAMAN CORPORATION

By: /s/ Paul R. Kuhn

Name: Paul R. Kuhn
Title: Chairman, President
and Chief Executive
Officer

(On behalf of the Registrant)

Pursuant to the requirements of the Securities Act of 1933, this Post Effective Amendment No. 1 to Form S-8 registration statement has been signed by the following persons in the capacities and on the dates indicated.

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Signature -----	Title -----	Date ----
By: /s/ Paul R. Kuhn ----- Paul R. Kuhn	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)	June 10, 2004
By: /s/ Robert M. Garneau ----- Robert M. Garneau	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 10, 2004
By: /s/ Brian E. Barents ----- Brian E. Barents	Director	June 7, 2004

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By: /s/ E. Reeves Callaway III ----- E. Reeves Callaway III	Director	June 7, 2004
By: /s/ Edwin A. Huston ----- Edwin A. Huston	Director	June 7, 2004
By: /s/ C. William Kaman II ----- C. William Kaman II	Director	June 7, 2004
By: /s/ Eileen S. Kraus ----- Eileen S. Kraus	Director	June 7, 2004
By: /s/ Richard J. Swift ----- Richard J. Swift	Director	June 7, 2004

