

Powell Jeffrey L
 Form 4
 March 12, 2019

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 *
 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)
 03/10/2019

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)
 EVP & Co-COO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Common Stock | 03/10/2019 | | M | 2,803 A | ① 9,053 | D | |
| Common Stock | 03/10/2019 | | F | 1,058 D | \$ 85.97 7,995 | D | |
| Common Stock | 03/10/2019 | | M | 718 A | ② 8,713 | D | |
| Common Stock | 03/10/2019 | | F | 319 D | \$ 85.97 8,394 | D | |
| Common Stock | 03/10/2019 | | M | 3,149 A | ③ 11,543 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|--------|---|
| Common Stock | 03/10/2019 | F | 926 | D | \$ 85.97 | 10,617 | D |
| Common Stock | 03/10/2019 | M | 525 | A | (4) | 11,142 | D |
| Common Stock | 03/10/2019 | F | 234 | D | \$ 85.97 | 10,908 | D |
| Common Stock | 03/10/2019 | M | 2,002 | A | (5) | 12,910 | D |
| Common Stock | 03/10/2019 | F | 889 | D | \$ 85.97 | 12,021 | D |
| Common Stock | 03/10/2019 | M | 420 | A | (6) | 12,441 | D |
| Common Stock | 03/10/2019 | F | 187 | D | \$ 85.97 | 12,254 | D |

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.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit | \$ 0 | 03/10/2019 | | M | 2,803 | (1) 03/31/2019 | Common Stock | 2,803 |
| Restricted Stock Unit | \$ 0 | 03/10/2019 | | M | 718 | (2) 03/31/2019 | Common Stock | 718 |
| Restricted Stock Unit | \$ 0 | 03/10/2019 | | M | 3,149 | (3) 04/30/2020 | Common Stock | 3,149 |
| Restricted Stock Unit | \$ 0 | 03/10/2019 | | M | 525 | (4) 04/30/2020 | Common Stock | 525 |
| | \$ 0 | 03/10/2019 | | M | 2,002 | (5) 04/30/2021 | | 2,002 |

| | | | | | | | | | |
|--------------------------|------|------------|---|-----|-----|------------|--|-----------------|-----|
| Restricted Stock Unit | | | | | | | | Common Stock | |
| Restricted Stock Unit | \$ 0 | 03/10/2019 | M | 420 | (6) | 04/30/2021 | | Common Stock | 420 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------|-------|
| | Director | 10% Owner | Officer | Other |
| Powell Jeffrey L KADANT INC. ONE TECHNOLOGY PARK DRIVE WESTFORD, MA 01886 | | | EVP & Co-COO | |

Signatures

/s/ Stacy D. Krause, by power of attorney

03/12/2019

__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).
- (1) The shares represent the partial settlement under a performance-based RSU award granted March 8, 2016. One-third of the RSU vested and became distributable on March 10, 2019 and was converted to common stock on a one-for-one basis on the vesting date.
- (2) The shares represent the partial settlement under a time-based RSU award granted March 8, 2016. One-third of the RSU vested and became distributable on March 10, 2019 and was converted to common stock on a one-for-one basis on the vesting date.
- (3) The shares represent the partial settlement under a performance-based RSU award granted March 8, 2017. One-third of the RSU vested and became distributable on March 10, 2019 and was converted to common stock on a one-for-one basis on the vesting date.
- (4) The shares represent the partial settlement under a time-based RSU award granted March 8, 2017. One-third of the RSU vested and became distributable on March 10, 2019 and was converted to common stock on a one-for-one basis on the vesting date.
- (5) The shares represent the partial settlement under a performance-based RSU award granted March 7, 2018. One-third of the RSU vested and became distributable on March 10, 2019 and was converted to common stock on a one-for-one basis on the vesting date.
- (6) The shares represent the partial settlement under a time-based RSU award granted March 7, 2018. One-third of the RSU vested and became distributable on March 10, 2019 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. 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.