HECKMANN RICHARD J

Form 4

April 29, 2005

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person * HECKMANN RICHARD J	2. Issuer Name **and** Ticker or Trading Symbol K2 INC [KTO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/28/2005	__X__ Director _____ 10% Owner __X__ Officer (give title _____ Other (specify below) below) Chief Executive Officer
5818 EL CAMINO REAL		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
CARLSBAD, CA 92008		
(City) (State) (Zip)		

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, $1 par	04/28/2005		P		5,000	A	$ 12.67	293,100	D	
Common Stock, $1 par	04/29/2005		P		5,000	A	$ 12.5	298,100	D	
Common Stock, $1 par								32	I	By ESOP
Common Stock, $1								5,000	I	By IRA

par

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

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. D S (I
				Code	V	(A)	(D)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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	01/04/1999	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	$ 7.3								01/02/2002	01/02/2012	Common Stock, $1 par	5,000	

Buy)
$7.30 (d)

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	04/29/2005
**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.