KADANT INC Form 4/A April 18, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

3235-0287 Number: January 31,

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obligations

1(b).

may continue.

Check this box

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 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading BROWN, SCOTT P Issuer Symbol KADANT INC [KAI] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction X_ Director (Month/Day/Year) 10% Owner Other (specify Officer (give title KADANT INC., ONE 03/11/2013 below) TECHNOLOGY PARK DRIVE (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person 03/11/2013 Form filed by More than One Reporting WESTFORD, MA 01886 (City) (State) (Zin)

(City)	(State) (2	Table	I - Non-Do	erivative S	ecurities Ac	quired, Disposed	of, or Beneficial	ly Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securit	ies	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	nAcquired	(A) or	Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed	of (D)	Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3,	4 and 5)	Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
					(4)	Reported		
					(A)	Transaction(s)		
			$\alpha + w$	A	or	(Instr. 3 and 4)		
~			Code V	Amount	(D) Price			
Common						0	D	
Stock						U	D	

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed o (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	\$ 0	03/07/2013		A	5,000	<u>(1)</u>	12/28/2013	Common Stock	5,000 (1)
Restricted Stock Unit	\$ 0	03/07/2013		A	10,000	(2)	04/04/2015	Common Stock	10,000 (2)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

BROWN, SCOTT P

KADANT INC.
ONE TECHNOLOGY PARK DRIVE

WESTFORD, MA 01886

Signatures

by Sandra L. Lambert for Scott P.

Brown
04/18/2013

**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).
- Each Restricted Stock Unit ("RSU") represents the right to receive one share of the issuer's common stock. The RSU vests in four (1) installments of 1,250 shares each on the last day of each of the issuer's first, second, third and fourth quarters of fiscal 2013 provided the recipient continues to serve as a director of the issuer.
- Each RSU represents the right to receive one share of the issuer's common stock. This RSU vests only upon a change in control of the (2) issuer that occurs prior to the last day of the issuer's first quarter of 2015. The RSU is forfeited in the event the recipient ceases to be a director of the issuer for any reason other than a change in control prior to the RSU expiration 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.

Reporting Owners 2