

KAMAN CORP
Form DEFA14A
February 25, 2010

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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant ☒ x
Filed by a Party other than the Registrant ☐ o
Check the appropriate box:

☐ o Preliminary Proxy Statement
☐ o **Confidential, For Use of the Commission Only (as Permitted by Rule 14a-6(e)(2))**
☐ o Definitive Proxy Statement
☒ x Definitive Additional Materials
☐ o Soliciting Material Pursuant to §240.14a-11(c) or §240.14a-12

KAMAN CORPORATION

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ x No fee required.
☐ o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
(1) Title of each class of securities to which transaction applies:
(2) Aggregate number of securities to which transaction applies:

(3)

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS TO BE HELD APRIL 21, 2010

Notice is hereby given that the Annual Meeting of Shareholders of Kaman Corporation will be held at the offices of the company, 1332 Blue Hills Avenue, Bloomfield, Connecticut 06002, on the 21st day of April, 2010, at 11:00 a.m., local time, for the following purposes:

1. To elect one (1) Class 3 Director to serve a term of one (1) year and three (3) Class 2 Directors to serve for terms of three (3) years each and until their successors are duly elected and qualify.
2. To approve the company's 2003 Stock Incentive Plan (As amended through February 23, 2010).
3. To approve the company's Employees Stock Purchase Plan (As amended through October 13, 2009).
4. To ratify the appointment of KPMG LLP as the company's independent registered public accounting firm for the ensuing year.
5. To transact such other business as may properly come before the meeting.

The close of business on February 16, 2010 has been fixed as the record date for determining the holders of Common Stock entitled to notice of, and to vote at, the Annual Meeting.

On February 25, 2010, we began mailing our Proxy Statement and Annual Report to Shareholders along with instructions for submitting proxies by telephone or the Internet as well as our Notice of Internet Availability of Proxy Materials, which contains instructions for our shareholders' use, including how to access our Proxy Statement and Annual Report to Shareholders.

All shareholders are cordially invited to attend the meeting.

BY ORDER OF THE BOARD OF DIRECTORS

CANDACE A. CLARK, Senior Vice President,
Chief Legal Officer, and Secretary

Dated February 25, 2010

YOUR VOTE IS IMPORTANT

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING IN PERSON, THE BOARD OF DIRECTORS URGES YOU TO VOTE YOUR SHARES USING THE TOLL-FREE TELEPHONE NUMBER OR THE INTERNET, AS DESCRIBED IN THIS PROXY STATEMENT AND THE NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS. AS AN ALTERNATIVE, IF YOU RECEIVED A PAPER COPY OF THE PROXY CARD BY MAIL, YOU MAY SIGN, DATE AND MAIL THE PROXY CARD IN THE ENVELOPE

PROVIDED, WHICH DOES NOT REQUIRE POSTAGE. VOTING OVER THE INTERNET, BY THE TOLL FREE NUMBER OR COMPLETING AND MAILING A PROXY CARD WILL NOT LIMIT YOUR RIGHT TO VOTE IN PERSON AT THE ANNUAL MEETING. YOUR PROMPT RESPONSE IS MUCH APPRECIATED.

Kaman Corporation

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on Wednesday, April 21, 2010

**The Proxy Statement, Annual Report and other proxy
materials are available at:
<http://www.proxyvoting.com/kamn>**

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Kaman Corporation

If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 7, 2010 to facilitate timely delivery.

TO REQUEST PAPER COPIES OF PROXY MATERIALS:

(please reference your 11-digit control number when requesting materials)

By opting out to receive printed materials, your preference for future proxy mailings will be kept on our file.

Telephone:	1-888-313-0164 (outside of the U.S and Canada call 201-680-6688)
Email:	shrrelations@bnymellon.com (you must reference your 11-digit control number in your email)
Internet:	http://www.proxyvoting.com/kamn

**TO VOTE YOUR SHARES SEE INSTRUCTIONS ON
REVERSE SIDE**

This is not a proxy card. You cannot use this notice to vote your shares.

Dear Shareholder:

The 2010 Annual Meeting of Shareholders of Kaman Corporation (the Company) will be held at the Company, 1332 Blue Hills Avenue, Bloomfield, CT 06002, on Wednesday, April 21, 2010, at 11:00 a.m. (local time).

Proposals to be considered at the Annual Meeting:

- (1) To elect one (1) Class 3 Director to serve a term of one (1) year and three (3) Class 2 Directors to serve for terms of three (3) years each and until their successors are duly elected and qualify;
- (2) To approve the Company's 2003 Stock Incentive Plan (As amended through February 23, 2010);
- (3) To approve the Company's Employees Stock Purchase Plan (As amended through October 13, 2009);
- (4) To ratify the appointment of KPMG LLP as the Company's independent registered public accounting firm for the ensuing year; and
- (5) To transact such other business as may properly come before the meeting.

The Board of Directors recommends a vote FOR Items 1, 2, 3 and 4.

These items of business are more fully described in the Company's 2010 Proxy Statement. The close of business on February 16, 2010 has been fixed as the record date (the Record Date) for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) or postponement(s) thereof.

CONTROL NUMBER

YOU MUST REFERENCE YOUR 11-DIGIT CONTROL NUMBER WHEN YOU REQUEST A PAPER COPY OF THE PROXY MATERIALS OR TO VOTE YOUR PROXY ELECTRONICALLY.

68870

Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to attend the Annual Meeting where you may vote in person can be found on our website, www.kaman.com.

Meeting Location:

Kaman Corporation
1332 Blue Hills Avenue
Bloomfield, CT 06002

The following Proxy Materials are available for you to review online:

the Company's 2010 Proxy Statement (including all attachments thereto);
the Proxy Card;
the Company Annual Report (which includes its SEC Annual Report on Form-10k) for the year ended December 31, 2009 (which is not deemed to be part of the official proxy soliciting materials); and
any amendments to the foregoing materials that are required to be furnished to stockholders.

To request a paper copy of the Proxy Materials:

(you must reference your 11-digit control number located on the reverse side of this form)

Telephone: **1-888-313-0164** (outside of the U.S and Canada call 201-680-6688)
Email: **shrrelations@bnymellon.com** (you must reference your 11-digit control number in your email)
Internet: **<http://www.proxyvoting.com/kamn>**

The Proxy Materials for Kaman Corporation are available to review at:

<http://www.proxyvoting.com/kamn>

Have this notice available when you request a PAPER copy of the Proxy Materials,
when you want to view your proxy materials online,
OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.

HOW TO VOTE BY INTERNET

We encourage you to review the proxy materials online before voting.

Use the Internet to vote your shares. On the landing page of the above website in the box labeled "To Vote Your Shares by Internet" click on **Vote Now** to access the electronic proxy card and vote your shares. Have this letter in hand when you access the website.

You will need to reference the 11-digit control number located on the reverse side.

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