

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**FORM 8-A\A**  
**(Amendment No. 1)**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Kaman Corporation**  
(Exact Name of Registrant as Specified in Its Charter)

**Connecticut**  
(State or Other Jurisdiction of Incorporation)

**06-0613548**  
(IRS Employer Identification No.)

**1332 Blue Hills Avenue, Bloomfield, Connecticut**  
(Address of Principal Executive Offices)

**06002**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class  
To be so registered

Name of each exchange on which  
each class is to be registered

None

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. ☐

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. ☒

Securities Act registration statement file number to which this form relates: \_\_\_\_\_ (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock  
(Title of class)

(Title of class)

## EXPLANATORY STATEMENT

On May 3, 1965, the registrant, then known as Kaman Aircraft Corporation, filed a Form 8-A, dated April 26, 1965, for the purpose of registering its Class A Common Stock and 6% Convertible Subordinated Debentures Due 1974 pursuant to Section 12(g) of the Securities Exchange Act of 1934 (the "Act"). On November 3, 2005, the terms of the Class A Common Stock were amended, including a change in the designation of the class from Class A Common Stock to Common Stock. This Amendment No. 1 to Form 8-A\A is filed for the purpose of updating the description of the registrant's Common Stock and deleting the reference to its 6% Convertible Subordinated Debentures Due 1974, none of which remain outstanding.

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 1. Description of Registrant's Securities to be Registered.

The description of the registrant's Common Stock under the heading "Description of Common Stock" set forth at pages 59 to 62 of the registrant's prospectus/proxy statement dated September 2, 2005, as filed with the Securities and Exchange Commission on September 2, 2005 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, is hereby incorporated by reference in its entirety.

The Common Stock is traded on the Nasdaq National Market under the symbol "KAMN".

### Item 2. Exhibits.

The following documents are filed as exhibits to this registration statement:

1. Specimen stock certificate for Common Stock.
2. [Amended and Restated Certificate of Incorporation](#) of Kaman Corporation is incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 4, 2005.
3. [Amended and Restated Bylaws](#) of Kaman Corporation are incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 4, 2005.

## SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf, by the undersigned, thereunto duly authorized.

KAMAN CORPORATION

By: /s/ Robert M. Garneau  
Robert M. Garneau  
Executive Vice President and  
Chief Financial Officer

Date: January 27, 2006

KAMAN CORPORATION

INDEX TO EXHIBITS

Exhibit 1	Specimen stock certificate for Common Stock.	attached
Exhibit 2	Amended and Restated Certificate of Incorporation of Kaman Corporation is incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 4, 2005.	by reference
Exhibit 3	Amended and Restated Bylaws of Kaman Corporation are incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 4, 2005.	by reference

Exhibit 1

KAMAN

NUMBER KC 231237	KAMAN CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF CONNECTICUT	SHARES
COMMON STOCK		COMMON STOCK CUSIP 483548 10 3
THIS CERTIFIES THAT		SEE REVERSE FOR CERTAIN DEFINITIONS

is the owner of

SHARES OF COMMON STOCK OF THE PAR VALUE OF ONE DOLLAR (\$1) EACH OF

KAMAN CORPORATION transferable only on the books of the Corporation by the holder hereof in person or by attorney upon surrender of this certificate properly endorsed. A full or summary statement of (i) the designations, terms, limitations, and relative rights and preferences of shares of the Preferred Stock and Common Stock of the Corporation, (ii) the variations in the relative rights and preferences between shares of each series of the Preferred Stock so far as they shall have been fixed and determined, and (iii) the authority of the Board of Directors of the Corporation to fix and determine the relative rights and preferences of subsequent series of the Preferred Stock, will be furnished to any stockholder of this Corporation upon request and without charge upon application to the Secretary of the office of the Corporation in Bloomfield, Connecticut. This certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

COUNTERSIGNED AND REGISTERED:  
**MELLON INVESTOR SERVICES LLC**  
(Jersey City, NJ)  
TRANSFER AGENT  
AND REGISTRAR

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by the facsimile signatures of its duly authorized officers and the facsimile of its corporate seal to be hereunto affixed.

AUTHORIZED SIGNATURE

	Dated	
SEAL	/s/ Robert M. Garneau EXECUTIVE VICE PRESIDENT AND CHIEF FINANCIAL OFFICER	/s/ Paul R. Kuhn PRESIDENT CHIEF EXECUTIVE OFFICER

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UNIF GIFT MIN ACT .....	Custodian.....
TEN		(Cust)	(Minor)
ENT	- as tenants by the entireties		
JT TEN	- as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors
		Act .....	
		(State)	

Additional abbreviation may also be used though not in the above list.

For value received,.....hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

.....

.....

Please print or typewrite name and address including postal zip code of assignee

.....

.....

.....

.....

.....

of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint .....

.....

Attorney to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated,.....

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the Certificate, in every particular, without alteration or enlargement, or any change whatever.

SIGNATURE GUARANTEED:

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.