

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-A/A

(Amendment No. 2)

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

Common Stock

New York Stock Exchange, Inc.

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:

(Title of class)

(Title of class)

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## 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, as amended. On January 27, 2006, Amendment No. 1 to Form 8-A was filed for the purpose of updating the description of the registrant's Common Stock ("Common Stock") and deleting the reference to its 6% Convertible Subordinated Debentures Due 1974, none of which remained outstanding at that time. This Amendment No. 2 is being filed to reflect the voluntary delisting of the registrant's Common Stock from the NASDAQ Stock Market, LLC and the listing of such Common Stock on the New York Stock Exchange, Inc., effective as of the opening of trading on February 7, 2012.

## 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 will continue to trade on the NASDAQ Global Select Market under the symbol "KAMN" until the close of trading on February 6, 2012. As of the opening of trading on February 7, 2012, the Common Stock will trade on the New York Stock Exchange under the same symbol "KAMN".

Item 2. Exhibits.

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

1. Specimen stock certificate for Common Stock (filed herewith).
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 3.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 28, 2008.

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**SIGNATURES**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 2 to Registration Statement to be signed on its behalf, by the undersigned, thereunto duly authorized.

KAMAN CORPORATION

By: /s/ William C. Denninger  
William C. Denninger  
Senior Vice President and Chief Financial Officer





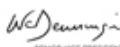
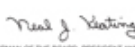
Date: January 27, 2012

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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 3.1 to the registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 28, 2008.	by reference

	
	
<b>COMMON STOCK</b>	<b>COMMON STOCK</b> CUSIP 483546 10 3
KAMAN CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF CONNECTICUT THIS CERTIFICATE IS TRANSFERABLE IN JERSEY CITY, NJ, NEW YORK, NY AND PITTSBURGH, PA	
THIS CERTIFIES THAT	
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 at the offices of the Corporation in Bloomfield, Connecticut. This certificate is not valid unless countersigned by the Transfer Agent and registered by the 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 hereto affixed.	
	Dated _____  SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER
 CHAIRMAN OF THE BOARD, PRESIDENT AND CHIEF EXECUTIVE OFFICER	

SEE REVERSE FOR  
 CERTAIN INFORMATION

AMERICAN BANK NOTE COMPANY  
 711 ARMY STREET  
 COLUMBIA, TENNESSEE 38401  
 SALES: HOLLY GRADNER 615-261-0910  
 / EITHER 7 / LIVE 206 / K / 31688 KAMAN FC REV1

PRODUCTION COORDINATOR: CORBIN MATLOCK 931-480-7685  
 PROOF OF DESIGN: 18, 2008  
 KAMAN CORPORATION  
 THE KAMAN FC  
 Operator: JA  
 REV1

COLORS SELECTED FOR PRINTING: **purple print in SC-7 dark blue**  
 COLOR: This print was printed from a digital file or artwork on a graphics quality color laser printer. It is a good representation of the color as it will appear on the final product.  
 However, it is not an exact color reproduction, and the final printed product may appear slightly different from the proof due to the difference between the types and printing ink.  
 PLEASE INITIAL, THE APPROPRIATE SELECTION FOR THIS PROOF: \_\_\_\_\_ ON AS IS \_\_\_\_\_ ON WITH CHANGES \_\_\_\_\_ MAKE CHANGES AND SEND ANOTHER PROOF