

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

FORM 10-K/A
(Amendment No. 1)

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2012

Commission File No. 0-1093

KAMAN CORPORATION
(Exact name of registrant as specified in its charter)

Connecticut
(State or other jurisdiction
of incorporation or organization)

06-0613548
(I.R.S. Employer
Identification No.)

1332 Blue Hills Avenue
Bloomfield, Connecticut 06002
(Address of principal executive offices)

Registrant's telephone number, including area code: (860) 243-7100

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

Title of each class	Name of each exchange on which registered
Common Stock (\$1 par value)	New York Stock Exchange LLC

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes x No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes ☐ No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (Section 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated herein by reference in Part III of this Form 10-K or any amendment to this Form 10-K x

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No x

The aggregate market value on June 29, 2012 (the last business day of the Company's most recently completed second quarter) of the voting common stock held by non-affiliates of the registrant, computed by reference to the closing price of the stock, was approximately \$794,131,195.

At January 25, 2013, there were 26,621,392 shares of Common Stock outstanding.

Documents Incorporated Herein By Reference

Portions of our definitive proxy statement for our 2013 Annual Meeting of Shareholders are incorporated by reference into Part III of this Report.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 on Form 10-K/A (the “Amendment”) to the Annual Report on Form 10-K of Kaman Corporation for the fiscal year ended December 31, 2012 that was filed with the Securities and Exchange Commission on February 25, 2013 (the “Form 10-K”) is to file Exhibit 10.3, the Second Amendment to the Kaman Corporation Employee Stock Purchase Plan, dated February 21, 2013, which was inadvertently omitted from the Form 10-K. Except as described above, no other amendments are being made to the Form 10-K. This Amendment does not modify or update in any way the disclosures contained in the Form 10-K.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Bloomfield, State of Connecticut, on this 27th day of February 2013.

KAMAN CORPORATION
(Registrant)

By: /s/ John J. Tedone

John J. Tedone

Vice President - Finance and
Chief Accounting Officer

KAMAN CORPORATION
INDEX TO EXHIBITS

Exhibit 10.3	Second Amendment to the Kaman Corporation Employees Stock Purchase Plan, dated February 21, 2013.	Filed Herewith
Exhibit 31.1	Certification of Chief Executive Officer Pursuant to Rule 13a-14 under the Securities Exchange Act of 1934.	Filed Herewith
Exhibit 31.2	Certification of Chief Financial Officer Pursuant to Rule 13a-14 under the Securities Exchange Act of 1934.	Filed Herewith

**SECOND AMENDMENT TO
KAMAN CORPORATION EMPLOYEES STOCK PURCHASE PLAN
(As Amended and Restated Through October 12, 2010)**

THIS AMENDMENT made by Kaman Corporation for the purpose of amending the Kaman Corporation Employees Stock Purchase Plan,

WITNESSETH:

WHEREAS, Kaman Corporation ("Corporation") originally adopted the Kaman Corporation Employees Stock Purchase Plan on February 28, 1989, which has been amended and restated from time to time, including most recently through October 12, 2010, and further amended by a First Amendment dated February 20, 2012 (as amended and restated, the "Plan"); and

WHEREAS, the Corporation reserved the right, in Section 21 of the Plan, to amend the Plan; and

WHEREAS, the Corporation now wishes to amend the Plan in the particulars set forth below; and

NOW, THEREFORE, the Corporation hereby amends the Plan as follows, as of February 19, 2013 in the following particulars:

1. The first sentence of Section 4.8, Eligibility, is amended in its entirety to read as follows:

"Each employee of the Corporation and each of its designated subsidiaries, who customarily works over twenty (20) hours per week and has enrolled in the Plan prior to the commencement of an offering period in the manner prescribed from time to time by the Committee shall be eligible to participate in the Plan as of the commencement of such offering period."

2. Section 7, Deduction Changes, is amended in its entirety to read as follows:

"Section 7. Deduction Changes. An employee may at any time increase or decrease the employee's payroll deduction by filing a Plan "Change Form", or its electronic equivalent. The change may not become effective sooner than the next pay period after receipt of the Change Form."

3. Section 9, Withdrawal of Funds, is amended in its entirety to read as follows:

"Section 9. Withdrawal of Funds. An employee may at any time and for any reason permanently withdraw from participation in an offering. Following a withdrawal, the employee will receive the whole shares of Stock that were purchased, and shall also receive in cash the value of any fractional share (rounded to four decimal places) allocated to such employee as determined on the basis of the market value of such fractional share of Stock as soon as practicable following the next purchase of shares pursuant to the Plan. Partial withdrawals will not be permitted.

4. The second sentence of Section 12, Dividends, is amended in its entirety to read as follows:

“A participating employee choosing to have dividends reinvested under this paragraph may terminate such election during an offering period by filing a written form, or its electronic equivalent, at the appropriate payroll location.”

EXCEPT AS AMENDED HEREIN, the terms, conditions and provisions of the Plan as amended are confirmed and remain unchanged.

IN WITNESS WHEREOF, Kaman Corporation has caused this Amendment to be executed on its behalf by its duly authorized officer this 21st day of February, 2013.

ATTEST:

KAMAN CORPORATION

/s/ Shawn G. Lisle

Shawn G. Lisle

Senior Vice President, General Counsel
and Assistant Secretary

By: /s/ William C. Denninger

William C. Denninger

Executive Vice President and Chief
Financial Officer

Certification Pursuant to Rule
13a-14 under the Securities
Exchange Act of 1934

I, Neal J. Keating, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K/A of Kaman Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: February 27, 2013

By: /s/ Neal J. Keating
Neal J. Keating
Chairman, President and
Chief Executive Officer

Certification Pursuant to Rule
13a-14 under the Securities
Exchange Act of 1934

I, William C. Denninger, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K/A of Kaman Corporation; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: February 27, 2013

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