KAMAN Corp
Form DEF 14A
March 04, 2016

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))
x	Definitive Proxy Statement
o	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:
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o Fee paid previously with preliminary materials.
o 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 and
Proxy Statement

April 20, 2016

1332 BLUE HILLS AVENUE
BLOOMFIELD, CONNECTICUT 06002

NEAL J. KEATING
CHAIRMAN OF THE BOARD, PRESIDENT AND
CHIEF EXECUTIVE OFFICER

March 4, 2016

To Our Shareholders:

I would like to extend a personal invitation for you to join us at our Annual Meeting of Shareholders, which will be held on Wednesday, April 20, 2016, at 9:00 a.m., local time, at the corporate headquarters of the Company located at 1332 Blue Hills Avenue, Bloomfield, Connecticut. The meeting will be held in the cafeteria located in Building 19 on our Bloomfield campus. Appropriate signage will be in place directing you to the cafeteria the day of the meeting.

At this year’s meeting, you will be asked to (i) elect four Class II directors, (ii) approve, on a non-binding advisory basis, the compensation of our named executive officers, (iii) ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent auditors, and (iv) consider, on a non-binding advisory basis if properly presented at the meeting, a shareholder proposal seeking to elect directors annually. We will also discuss the financial performance of the Company during 2015.

Last year, we were fortunate to have over 94% of the Company's outstanding shares represented at the meeting. We hope to have a similar turnout this year. You can vote your shares via the Internet or by using a toll-free telephone number. Instructions for using these convenient services appear in the Proxy Statement. If you are receiving a hard copy of the proxy materials, you can also vote your shares by marking your votes on the proxy card, signing and dating it and mailing it promptly using the envelope provided.

Your voice is important to us, and we encourage you to attend the meeting in person. If you are unable to attend, we urge you to vote your shares.

On behalf of our Board of Directors, we thank you for your continued support and we look forward to seeing you at the meeting.

Sincerely,

Neal J. Keating
Chairman of the Board, President and
Chief Executive Officer

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD

April 20, 2016

The Annual Meeting of Shareholders of Kaman Corporation will be held at the corporate headquarters of the Company located at 1332 Blue Hills Avenue, Bloomfield, Connecticut, on Wednesday, April 20, 2016, at 9:00 a.m., local time, for the following purposes:

1. To elect four Class II directors to serve for terms of three years each and until their successors are duly elected and qualify;
2. To approve, on a non-binding advisory basis, the compensation of the Company’s named executive officers;
3. To ratify the appointment of PricewaterhouseCoopers LLP as the Company’s independent registered public accounting firm;
4. To consider, on a non-binding advisory basis if properly presented at the meeting, a shareholder proposal seeking to elect directors annually; and
5. To transact such other business as may properly come before the meeting.

The close of business on February 12, 2016, 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.

In connection with the Annual Meeting, we have prepared a meeting notice, a proxy statement, and our annual report to shareholders, all of which provide important information that our shareholders will want to review before the Annual Meeting. On March 4, 2016, we mailed a Notice of Internet Availability of Proxy Materials instructing our shareholders how to access these materials online and how to submit proxies by telephone or the Internet. We use this online access format because it expedites the delivery of materials, reduces printing and postage costs and eliminates bulky paper documents from your files, creating a more efficient process for both shareholders and the Company.

If you receive the Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of these materials unless you specifically request one. The Notice of Internet Availability of Proxy Materials contains instructions on how to obtain a paper copy of the materials. If you receive paper copies of the materials, a proxy card will also be enclosed.

You may vote using the Internet, telephone or mail, or by attending the meeting and voting in person. If you plan to attend in person, you will need to provide proof of share ownership, such as an account or brokerage statement, and a form of personal identification in order to vote your shares.

All shareholders are cordially invited to attend the meeting.

Date: March 4, 2016

BY ORDER OF THE BOARD OF DIRECTORS

Richard S. Smith, Jr.
Vice President, Deputy General Counsel, and Secretary

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREHOLDERS TO BE HELD ON APRIL 20, 2016: This Notice of Annual Meeting and Proxy Statement and the Company's Annual Report for the year ended December 31, 2015, are available free of charge on our website at www.kaman.com/investors/financial-information.

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PROXY STATEMENT SUMMARY

Date, Time and Place of Annual Meeting

The Annual Meeting is being held at 9:00 a.m., local time, on Wednesday, April 20, 2016, at the corporate headquarters of the Company located at 1332 Blue Hills Avenue, Bloomfield, Connecticut. The meeting will be held in the cafeteria located in Building 19 on our Bloomfield campus. Appropriate signage will be in place directing you to the cafeteria the day of the meeting.

Availability of Proxy Materials

Your proxy is being solicited for use at the Annual Meeting on behalf of the Board of Directors of the Company. On March 4, 2016, we mailed a Notice of Internet Availability of Proxy Materials to all shareholders of record as of February 12, 2016, the record date for the Meeting, advising that they could view all of the proxy materials online at www.envisionreports.com/KAMN, or request a paper copy of the proxy materials free of charge. You may request a paper or email copy of the materials using any of the following methods:

: By Internet: Go to www.envisionreports.com/KAMN. Click "Cast Your Vote or Request Materials" and follow the instructions to log in and order a paper copy of the Meeting materials.

(By Phone: Call 1-866-641-4276 toll-free and follow the instructions to log in and order a paper copy of the Meeting materials.

* By Email: Send an email to investorvote@computershare.com with "Proxy Materials Kaman Corporation" in the subject line. Include in the message your full name and address, and state that you want a paper copy of the Meeting materials.

All requests must include the control number set forth in the shaded area of the Notice of Internet Availability of Proxy Materials. To facilitate timely delivery, all requests must be received by April 11, 2016.

Eligibility to Vote

You can vote if you held shares of the Company's Common Stock as of the close of business on February 12, 2016. Each share of Common Stock is entitled to one vote. As of February 12, 2016, there were 27,020,574 shares of Common Stock outstanding and eligible to vote.

How to Vote

You may vote by using any of the following methods:

: By Internet: Go to www.envisionreports.com/KAMN. Have your Notice of Internet Availability of Proxy Materials or proxy card in hand when you go to the website.

(By Phone: Call 1-800-652-VOTE (8683) toll-free. Have your proxy card in hand when you call and then follow the instructions.

+ By Mail: If you requested a paper copy of the proxy materials, complete, sign, and return your proxy card in the prepaid envelope.

ó In Person: Attend the Annual Meeting and vote in person.

Revocation of Proxy

You may revoke your proxy at any time prior to its being counted at the Annual Meeting by:

ü casting a new vote using the Internet or by telephone;

ü giving written notice to the Company's Corporate Secretary or submitting a written proxy bearing a later date prior to the beginning of the Annual Meeting; or

ü attending the Annual Meeting and voting in person.

Meeting Agenda and Voting Recommendations

Proposal	Matter	Board Recommendation	Page Reference
1.	Election of Four Class II Directors For Three-Year Terms	"FOR" EACH NOMINEE	4
2.	Non-binding Advisory Vote on Executive Officer Compensation	"FOR"	49
3.	Ratification of Appointment of PricewaterhouseCoopers LLP as Independent Registered Public Accounting Firm for the Company for 2016	"FOR"	50
4.	Non-binding Advisory Vote to Elect Directors Annually	"AGAINST"	52

(i)

Our Board of Directors

Name	Age	Director Since	Occupation	Independent	Other Public Company Boards	Committee Memberships A	CG	F	P&C
Class II Director Nominees for Election at the 2016 Annual Meeting:									
Neal J. Keating	60	2007	Chairman, President & CEO Kaman Corporation	No	1				
Scott E. Kuechle	56	2013	Former Chief Financial Officer Goodrich Corporation	Yes	2	C	M		
Jennifer M. Pollino	51	2015	Executive Coach and Consultant JMPollino LLC	Yes	2				M
Richard J. Swift	71	2002	Former Chairman, President and CEO Foster Wheeler Ltd.	Yes	4		M		C
Class III Directors Whose Terms Expire in 2017:									
Brian E. Barents	72	1996	Former President and CEO Galaxy Aerospace Co. and Learjet	Yes	1			M	M
George E. Minnich	66	2009	Former Senior Vice President and CFO ITT Corporation	Yes	2	M			M
Thomas W. Rabaut	67	2008	Operating Executive The Carlyle Group	Yes	1	M		M	
Class I Directors Whose Terms Expire in 2018:									
E. Reeves Callaway III	68	1995	President & CEO The Callaway Companies	Yes	0			M	M
Karen M. Garrison	67	2006	Former President Pitney Bowes Business Services	Yes	2		C	M	
A. William Higgins	57	2009	Former President & CEO CIRCOR International	Yes	0		M	C	

A = Audit Committee; CG = Corporate Governance Committee; F = Finance Committee; P&C = Personnel & Compensation Committee. M = Member; C = Chair.

Note: Eileen S. Kraus, a current director, is not standing for re-election in accordance with the Company's current mandatory retirement policy for directors. Mrs. Kraus currently serves as a member of the Audit and Finance Committees.

Corporate Governance Highlights

As part of Kaman's commitment to high ethical standards, our Board follows sound governance practices, including the following:

Corporate Governance Highlights

ü	Comprehensive Code of Conduct and Corporate Governance Principles	ü	The Board regularly assesses its performance through annual Board and committee self-evaluations
ü	Robust majority voting policy	ü	All directors attended at least 75% of 2015 meetings of the Board and the Committees on which they served
ü	Director mandatory retirement policy	ü	Stock ownership guidelines for directors and executive officers
ü	No shareholder rights plan or “poison pill”	ü	

			Policy prohibiting hedging, pledging and short selling of our stock
ü	All but one of the directors are independent; and all committees consist solely of independent directors	ü	Compensation “clawback” provisions in CEO/CFO employment agreements
ü	Lead Independent Director	ü	Strong pay-for-performance philosophy
ü	Regular executive sessions of independent directors	ü	Board participation in executive succession planning

(ii)

2015 Compensation Initiatives and Highlights

Set forth below is a brief description of some of the most significant actions or events affecting the determination of the 2015 compensation of our Named Executive Officers (as defined on page 18 and referred to herein in certain places as the "NEOs") and other members of our senior leadership team:

Exercised "Negative Discretion" to Reduce 2015 AIC Payouts to our NEOs	We exercised "negative discretion" to reduce the final performance award factors of our Corporate group and our Aerospace segment that were used to determine the 2015 annual incentive compensation award payouts to our Named Executive Officers.
Continued to Emphasize TSR in LTIP Awards	We continued to emphasize total shareholder return ("TSR") in the financial metrics set forth in the LTIP awards granted to our executive officers, including our NEOs.
Continued to Incorporate Sub-Limits on LTIP Award Payouts	We continued to incorporate an additional sub-limit of 150% on the payouts that may be made in respect of any particular performance measure if the Company's adjusted performance for such measure is less than zero.
Continued to Defer Base Salary Adjustments	We continued the practice of deferring the annual base salary adjustments for our senior executives from January 1 to July 1.
Assessed the Impact of New Revenue Recognition Rules	We assessed the potential impact of new revenue recognition rules that are scheduled to become effective for annual reporting periods beginning on or after December 31, 2017.
Ceased further Accruals Under Pension and SERP	We ceased further accrual of benefits under our non-contributory qualified defined benefit pension plan and our supplemental employees' retirement plan for service after December 31, 2015. .
Listened to Shareholders 2015 Say-on-Pay Vote	At the 2015 Annual Meeting, more than 94% of the votes cast approved, on an advisory basis, the compensation paid to our NEOs, demonstrating strong alignment of shareholder interests with our executive compensation program and philosophy.

Key Governance Features of Our Executive Compensation Program

The following summary of specific features of our executive compensation program highlights our commitment to executive compensation practices that align the interests of our executives and shareholders:

What We Do:		What We Don't Do:	
ü	Independent Compensation Consultant – The Committee retains its own independent compensation consultant.	û	No Excessive Perquisites – We provide minimal perquisites to our NEOs.
ü	Pay for Performance – A significant portion of the compensation paid to our NEOs is in the form of at-risk variable compensation.	û	No Hedging – Directors and NEOs are prohibited from engaging in hedging activities with respect to their shares of Company stock.
ü	Multiple Performance Metrics – Variable compensation is based on more than one measure to encourage balanced incentives.	û	No Pledging – Directors and NEOs are prohibited from pledging their shares of Company stock.
ü	“Clawback” Provisions – Our CEO/CFO employment agreements provide for the recovery of compensation in the event of a mandatory restatement.	û	No Excise Tax Gross-ups – The employment and change in control agreements with our NEOs do not include any excise tax gross-up provisions.
ü	Award Caps – All of our variable compensation plans have caps on plan formulas.	û	No Re-Pricing of Underwater Stock Options – Our equity plans prohibit the re-pricing of underwater stock options.
ü	"Double Trigger" Vesting – All change in control agreements with our NEOs contain "double trigger" vesting provisions.	û	Limited Use of Time-Vested Restricted Stock – NEOs generally do not receive time-vested restricted stock.

ü	Independent Committees – The Personnel & Compensation Committee, like all of our Board committees, is comprised solely of independent Directors.	û	No Further Accrual of Defined Benefit Pensions – We ceased further accrual of benefits under our qualified defined benefit pension plan and our supplemental employees' retirement plan.

ALL SHAREHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING.
IF YOU CANNOT ATTEND THE ANNUAL MEETING, PLEASE VOTE YOUR SHARES.

PROXY STATEMENT
ANNUAL MEETING OF SHAREHOLDERS
KAMAN CORPORATION

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APRIL 20, 2016
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GENERAL INFORMATION

The Board of Directors (the "Board" or "board") of Kaman Corporation (the "Company" or "company") is soliciting proxies for use in connection with our annual meeting of shareholders (the "Meeting" or "Annual Meeting") to be held on Wednesday, April 20, 2016 (or at any adjournments or postponements thereof), at the time, place and for the purposes described in the accompanying Notice of Annual Meeting of Shareholders, dated March 4, 2016. We will conduct business at the Meeting only if shares representing a majority of all outstanding shares of Common Stock entitled to vote are either present in person or represented by proxy at the Meeting. We believe that the only matters to be brought before the Meeting are those referenced in this Proxy Statement. If any other matters are presented, the persons named as proxies may vote your shares in their discretion.

On March 4, 2016, we mailed a Notice of Internet Availability of Proxy Materials instructing our shareholders how to access this Proxy Statement and our Annual Report to Shareholders, and these materials were mailed to all shareholders who had previously requested paper copies. As of this date, all shareholders of record and all beneficial owners of shares of Common Stock had the ability to access the proxy materials relating to the Annual Meeting at a web-site referenced in the Notice of Internet Availability of Proxy Materials (www.envisionreports.com/KAMN). A shareholder will not receive a printed copy of these proxy materials unless the shareholder requests it by following the instructions set forth in the Notice of Internet Availability of Proxy Materials. The Notice of Internet Availability of Proxy Materials explains how a shareholder may access and review the important information contained in the proxy materials. The Notice of Internet Availability of Proxy Materials also explains how a shareholder may submit a proxy via telephone or the Internet. Our proxy materials, whether in paper or electronic form, are available to all shareholders free of charge.

INFORMATION ABOUT VOTING AT THE ANNUAL MEETING

Voting Rights and Outstanding Shares

Only holders of record of the Company's Common Stock at the close of business on February 12, 2016 (the "record date"), are entitled to notice of and to vote at the Annual Meeting. As of February 12, 2016, the Company had 27,020,574 shares of Common Stock outstanding, each of which is entitled to one vote on each matter properly brought before the Meeting. All votes will be counted by the Company's transfer agent, Computershare Inc., who will be appointed as inspector of election for the Annual Meeting and who will separately tabulate "FOR", "AGAINST" and "WITHHOLD" votes, as well as abstentions and broker non-votes.

Submitting Your Proxy

Before the Annual Meeting, you can appoint a proxy to vote your shares of Common Stock by following the instructions contained in the Notice of Internet Availability of Proxy Materials. You can do this by (i) using the Internet (www.envisionreports.com/KAMN), (ii) calling the toll-free telephone number (1-800-652-VOTE (8683)) or (iii) if you have a printed copy of our proxy materials, by completing, signing and dating the proxy card where indicated and mailing or otherwise returning the card to us prior to the beginning of the Annual Meeting. Voting using the Internet or telephone will be available until 1:00 a.m., Eastern Time, on Wednesday, April 20, 2016.

How to Submit Your Proxy if you are a "Beneficial Owner"

If your shares of Common Stock are held in the name of a bank or broker, you should follow the instructions on the form you receive from that firm. The availability of Internet or telephone voting will depend on that firm's voting processes. If you choose not to vote by Internet or telephone, please return your proxy card, properly signed, and the shares represented will be voted in

accordance with your directions. If you do not provide instructions to the broker, that firm will only be able to vote your shares with respect to “routine” matters. Under current broker voting regulations, the only routine matter to be voted upon at the Annual Meeting and the only matter for which brokers will have the discretion to vote, is Proposal 3 (Ratification of Appointment of PwC). The broker must have proper instructions from you in order to vote with respect to Proposal 1 (Election of Directors), Proposal 2 (Advisory Vote to Approve Executive Compensation) and Proposal 4 (Advisory Vote to Elect Directors Annually). Without proper instructions from you, the broker will not have the power to vote on those three proposals and this will be considered a “broker non-vote” for each such proposal. We recommend that you contact your broker to assure your shares are properly voted.

How Your Proxy will be Voted

All properly submitted proxies received prior to the Annual Meeting will be voted in accordance with their terms. If a proxy is returned signed, but without instructions for voting, the shares of Common Stock it represents will be voted as recommended by the Board of Directors. If a proxy is returned improperly marked, the Common Stock it represents will be counted as present for purposes of determining a quorum but will be treated as an abstention for voting purposes. Unsigned proxies will not be counted for any purpose.

How to Revoke Your Proxy

Whichever voting method you choose, a properly submitted proxy may be revoked at any time before it is counted at the Annual Meeting. You may revoke your previously submitted proxy by (i) timely casting a new vote using the Internet or by telephone; (ii) giving written notice to the Company’s Corporate Secretary or submitting a written proxy bearing a later date prior to the beginning of the Annual Meeting, or (iii) attending the Annual Meeting and voting in person. If you submit a later dated proxy, it will have the effect of revoking any proxy that you submitted previously and will constitute a revocation of all previously granted authority to vote for every proposal included on any previously submitted proxy. If you plan to revoke a proxy for shares of Common Stock that are held in the name of a bank or broker, please be sure to contact your bank or broker to ensure that your revocation has been properly processed, or if you plan to revoke a proxy for such shares by voting in person at the Annual Meeting, be sure to bring personal identification and a statement from your bank or broker that shows your ownership of such shares. Attendance at the Annual Meeting will not by itself revoke a proxy. Written revocations or later-dated proxies should be hand-delivered to the Corporate Secretary at the Annual Meeting or sent to Kaman Corporation, Corporate Headquarters, 1332 Blue Hills Avenue, Bloomfield, Connecticut 06002, Attention: Corporate Secretary. In order to be effective, all written revocations or later-dated proxies must be received before the voting is conducted at the Annual Meeting.

Quorum and Voting Requirements

Under Connecticut law, our shareholders may take action on a matter at the Annual Meeting only if a quorum exists with respect to that matter. With respect to each proposal, a majority of the votes entitled to be cast on the matter will constitute a quorum for action on that matter. For this purpose, only shares of Common Stock held as of the record date by those present at the Annual Meeting or for which proxies are properly provided by telephone, Internet or in writing and returned to the Company as provided herein will be considered to be represented at the Annual Meeting. Directors (Proposal 1) are elected by a plurality of the votes cast, but our Board has supplemented the state law voting requirement with a majority voting policy which is described in more detail below. In order to be approved, each of the other proposals requires that there be more votes cast "FOR" the proposal than "AGAINST" the proposal.

Broker Non-Votes and Abstentions

All shares of Common Stock represented at the Annual Meeting will be counted for quorum purposes without regard to broker non-votes and abstentions. Broker non-votes and proxies marked to abstain or withhold from voting with respect to any item to be voted upon at the Annual Meeting generally are not considered for purposes of determining the tally of votes cast "FOR" or "AGAINST" the item and, therefore, will not affect the outcome of the voting with regard to any proposal, except that proxies marked to withhold authority for the election of any director are included in the tally of votes cast for purposes of our majority voting policy, which is described below. Accordingly, with respect to the election of directors (Proposal 1), a vote to withhold authority for the election of any director has the same effect as a negative vote under our majority voting policy.

Board Voting Recommendations

The Board of Directors recommends that shareholders vote “FOR” the election of all director nominees, “FOR” Proposal 2 (Advisory Vote to Approve Executive Compensation), "FOR" Proposal 3 (Ratification of Appointment of PwC), and "AGAINST" Proposal 4 (Advisory Vote to Elect Directors Annually). The Board does not know of any matters to be presented for consideration at the Meeting other than the matters described in those Proposals and the Notice of Annual Meeting of Shareholders. However, if other matters are presented, the persons named in the proxy intend to vote on such matters in accordance with their judgment.

Voting Results

We will announce preliminary voting results at the Annual Meeting. We will file a Current Report on Form 8-K containing the final voting results with the Securities and Exchange Commission (the "SEC") within four business days of the Annual Meeting or, if final results are not available at that time, within four business days of the date on which final voting results become available.

Majority Voting Policy

Since 2006, the Board has maintained a policy (set forth in the Company's Corporate Governance Principles which are available at http://www.kaman.com by clicking on the “Governance” link) that addresses certain circumstances when a director nominee has not received a majority of the votes cast with respect to that director’s election or re-election. Briefly, in an uncontested election for directors (one in which the number of nominees does not exceed the number of directors to be elected) at a properly called and held meeting of shareholders, any director nominee who is elected by a plurality vote, but who does not receive a majority of the votes cast, shall promptly tender his or her resignation once the shareholder vote has been certified by the Company’s tabulation agent. A “majority of the votes cast” means that the number of shares voted “FOR” a director’s election exceeds fifty percent (50%) of the number of votes cast with respect to that director’s election. For this purpose, “votes cast” include votes to withhold authority and exclude abstentions and broker non-votes with respect to that director’s election.

The Corporate Governance Committee will thereafter recommend to the Board whether to accept or reject that resignation and, depending on the recommendation, whether or not a resulting vacancy should be filled. The Board will then act, taking into account the Committee’s recommendation. The Board will publicly disclose its decision and the rationale therefor in a press release to be disseminated in the customary manner, together with the filing of a Current Report on Form 8 K with the SEC. This process shall be completed within ninety (90) days after the shareholder vote certification. A director who has tendered his or her resignation shall not participate in the Corporate Governance Committee’s determination process and/or the Board’s action regarding the matter.

In determining whether or not to accept a director’s resignation for failure to secure a majority of the votes cast, the Corporate Governance Committee and the Board will consider the matter in light of the best interests of the Company and its shareholders and may consider any information they believe is relevant and appropriate, including the following:

- the director’s qualifications in light of the overall composition of the Board;
- the director’s past and anticipated future contributions to the Board;
- the stated reasons, if any, for the “withheld” votes and the underlying cause for the "withheld" votes if it otherwise can be discerned; and
- the potential adverse consequences of accepting the resignation, including the failure to comply with any applicable rule or regulation (including applicable stock exchange rules or federal securities laws) or triggering of defaults or other adverse consequences under material contracts or the acceleration of change in control provisions and other rights in employment agreements, if applicable.

If the Board accepts the resignation, it may, in its sole discretion, (a) fill the resulting vacancy with any other qualified person, or (b) reduce the number of directors constituting the full Board to equal the number of remaining directors. If the Board elects to fill the resulting vacancy on the Board, the term of the director so elected shall expire at the next annual meeting of shareholders at which directors are to be elected.

If the Board does not accept the resignation, the director will continue to serve until the annual meeting for the year in which such director’s term expires and until such director’s successor shall be duly elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

Solicitation Costs

The Company pays the cost of preparing, printing and mailing proxy material, as well as the cost of any required solicitation of proxies. The solicitation will be made by mail and Internet and may also include participation of the Company’s officers and employees personally or by telephone, facsimile, or Internet, without additional compensation. The Company has engaged Georgeson Inc. to assist with the solicitation of proxies and expects to pay approximately $8,000 for these services, plus expenses. The Company may also be required to reimburse brokers, dealers, banks, voting trustees or their nominees for reasonable expenses in sending proxies, proxy material and annual reports to beneficial owners.

Householding of Proxies

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy materials with respect to two or more shareholders sharing the same address by delivering a single set of proxy materials addressed to those shareholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for shareholders and cost savings for companies. We and some brokers household proxy materials, delivering a single set of proxy materials to multiple shareholders sharing an address unless contrary instructions have been received from the affected shareholders. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent.

If, at any time, (i) you no longer wish to participate in householding and would prefer to receive a separate set of proxy materials in the future or (ii) you and another shareholder sharing the same address wish to participate in householding and prefer to receive a single copy of our proxy materials, please notify your broker if your shares are held in a brokerage account or us if you hold registered shares. You can notify us by sending a written request to the Corporate Secretary, Kaman Corporation, 1332 Blue Hills Avenue, Bloomfield, Connecticut 06002, or calling 860-243-6319. We undertake to deliver promptly upon written or oral request a separate copy of the proxy materials to any shareholder at a shared address to which a single copy of the proxy materials was delivered.

Annual Report

Upon a shareholder's written request, the Company will provide, free of charge, a copy of its Annual Report to Shareholders, which includes the Company's Annual Report on Form 10-K with financial statements and financial statement schedules for the year ended December 31, 2015.

PROPOSAL 1
ELECTION OF FOUR CLASS II DIRECTORS FOR THREE-YEAR TERMS

In accordance with the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws (the "Bylaws"), each director holds office until the annual meeting for the year in which such director's term expires and until his or her successor shall be elected and shall qualify, unless he or she dies, resigns, retires, or is removed from office. Each director also holds office subject to the Company's majority voting policy, which is described on page 3. The following four individuals, each of whom is currently a director, are nominated for election at the Annual Meeting for three-year terms that will expire at the annual meeting to be held in 2019: Neal J. Keating, Scott E. Kuechle, Jennifer M. Pollino and Richard J. Swift.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT
SHAREHOLDERS VOTE "FOR" ALL NOMINEES

Set forth below is information about each of the four director nominees, as well as the six other directors whose terms continue after the Annual Meeting, including the name, age, and professional experience during the last five years of each individual and the qualifications, attributes and skills the Board believes qualify each individual for service on the Board. None of the organizations listed as business affiliates of the directors is an affiliate of the Company.

Eileen S. Kraus, a current director, is not standing for re-election in accordance with the Company's mandatory retirement policy for directors, which is discussed more fully below. See "Mandatory Retirement." In anticipation of Ms. Kraus' retirement, the Board temporarily increased the size of the Board from ten to eleven persons to allow for the appointment of Jennifer M. Pollino, who will succeed Ms. Kraus as a Class II director and stand for re-election at the Annual Meeting. Upon the retirement of Ms. Kraus and the election of Class II directors at the Annual Meeting, the full size of the Board will return to ten persons.

Ms. Kraus has been a director since 1995, and she served as the Company's first Lead Independent Director from 2002 until she relinquished that position in 2015 in anticipation of her expected retirement from the Board. During her twenty-one year tenure on the Board, she served the Company and its shareholders faithfully and with distinction. The Board wishes to express its gratitude to Ms. Kraus for her dedicated leadership, wise counsel and many important and lasting contributions to the Company.

Class II Director Nominees for Election at the 2016 Annual Meeting

Neal J. Keating

Mr. Keating, 60, has been a director since September 2007, when he was appointed President and Chief Operating Officer of the Company. In January 2008, he was appointed Chief Executive Officer and, in March 2008, he was appointed to the additional position of Chairman. Prior to joining the Company, Mr. Keating served as Chief Operating Officer at Hughes Supply, then a $5.4 billion wholesale distributor that was acquired by Home Depot in 2006. Prior to that, he held senior positions at GKN Aerospace, an aerospace subsidiary of GKN, plc, and Rockwell Collins, Commercial Systems, and was a board member for GKN, plc and AgustaWestland. He is also a director of Hubbell Incorporated, an international manufacturer of electrical and electronic products. The Board believes that these positions demonstrate an extensive history of senior executive leadership and Board participation in both the Company's business segments (Aerospace and Distribution), with an emphasis on international operations and acquisitions. The Board also believes that Mr. Keating's combined role of CEO and Chairman provides the Company's shareholders with the benefits of Board leadership by an executive with an extensive professional background, as well as day-to-day knowledge of the Company's businesses and markets, strategic plan execution, and future needs.

Scott E. Kuechle

Mr. Kuechle, 56, has been a director since 2013. He is a former Chief Financial Officer of Goodrich Corporation, a worldwide supplier of aerospace components, systems and services to the commercial and general aviation airplane market that was acquired by United Technologies Corporation in 2012. Mr. Kuechle served as CFO of Goodrich from August 2005 until his retirement in July 2012. He had previously served as Vice President and Controller from 2004-2005 and Vice President and Treasurer from 1998-2004 and in various other financial leadership roles during his 29-year tenure with Goodrich. He also serves as a director of Esterline Corporation, a specialty manufacturer serving the global aerospace and defense markets, and Wesco Aircraft Holdings, Inc., a provider of comprehensive supply chain management services to the global aerospace industry. Mr. Kuechle's extensive background and experience within the aerospace and defense industry, coupled with his financial expertise and past experience as a Chief Financial Officer, provide the Board with a powerful skill-set upon which to draw as the Company continues to execute on its strategic plan. This type of expertise and experience was particularly important to the Board as a means of providing additional depth of capability to the Audit Committee, to which he was appointed upon his election to the Board. Mr. Kuechle’s background also provides the Board with additional perspective on international operations, financial management, acquisitions, and other finance-related matters.

Jennifer M. Pollino

Ms. Pollino, 51, has been a director since 2015. She currently serves as an executive coach and consultant with JMPollino LLC, a leadership development, talent management and succession planning firm she founded upon her retirement from Goodrich Corporation in July 2012. She previously served as Executive Vice President, Human Resources and Communications, at Goodrich from February 2005 until July 2012, when Goodrich was acquired by United Technologies Corporation. Prior to that, she served as President and General Manager of the Aircraft Wheels & Brakes Division of Goodrich from September 2002 to February 2005, as President and General Manager of the Turbomachinery Products Division of Goodrich from December 2001 to August 2002, and in various other positions of increasing responsibility during her 20-year tenure with Goodrich. She also serves as a director of Crane Co., a diversified manufacturer of highly engineered industrial products, and Wesco Aircraft Holdings, Inc., a provider of comprehensive supply chain management services to the global aerospace industry. The Board believes these positions demonstrate an extensive history of senior executive and oversight roles which provide operational insight, particularly with regard to human resources, government contracting and distribution. The Board also values her prior experience in finance and accounting gained as Vice President-Finance and Controller of two other Goodrich divisions, the Controller of a savings and loan association, a field accounting officer with the Resolution Trust Corporation, and a Certified Public Accountant.

Richard J. Swift

Mr. Swift, 71, has been a director since 2002. He is the retired Chairman, President and Chief Executive Officer of Foster Wheeler Ltd., a provider of design, engineering, construction, and other services. He also serves as a director of CVS Caremark Corporation, the largest pharmacy health care provider in the United States; Hubbell Incorporated, an international manufacturer of electrical and electronic products; Ingersoll-Rand Company, Ltd., a diversified industrial manufacturer; and Public Service Enterprise Group Incorporated, a diversified energy company. He is a graduate of the U.S. Military Academy, and he served four years as an infantry officer in the United States Army. Mr. Swift brings to the Board a broad range of operations management experience acquired in a career with Foster Wheeler, Ltd. that spanned almost thirty years and involved increasingly senior executive leadership positions culminating in his role as Chairman and CEO for seven years. He also has finance experience, with a Masters of Business Administration from Fairleigh Dickinson University, and service in the role of Chairman of the Financial Accounting Standards Advisory Council from January 2002 to December 2006, and he was a Licensed Professional Engineer for approximately 35 years. This type of experience is important to the Board as a means to provide additional depth of capability to the Corporate Governance and Personnel & Compensation Committees. Mr. Swift's background also provides the Board with additional perspective on international operations, financial management, investments, acquisitions, and other finance-related matters.

Continuing Directors

Class III Directors Whose Terms Expire in 2017

Brian E. Barents

Mr. Barents, 72, has been a director since 1996. He is the retired President and Chief Executive Officer of Galaxy Aerospace Company LP, having served in those positions, as well as its Managing Partner, from 1997 to 2001. He previously served as the Chairman, President and Chief Executive Officer of Learjet, Inc. from 1989 to 1996. He also served as a senior executive with Toyota Motor Corporation from January 1987 to April 1989 and as a Senior Vice President with Cessna Aircraft Company from 1976 to 1987. He enjoyed a distinguished military career, having retired from the U.S. Air Force as Brigadier General after 34 years of service. He also serves as a director of CAE, Inc., a global leader in modeling, simulation and training for civil aviation and defense; Nordam Corp., one of the world's largest independently owned aerospace companies; and Aerion Corp, a leading aerodynamics technology company. In addition, he previously served as a director of Hawker Beechcraft Corporation, a leading manufacturer of business, special-mission, trainer and light attack aircraft. The Board believes these positions demonstrate an extensive history of senior executive leadership and Board participation in the aerospace industry. His professional background provides the Board with additional perspectives about the aerospace industry from both commercial and defense-related standpoints, as well as about marketing and sales trends, acquisitions and international markets.

George E. Minnich

Mr. Minnich, 66, has been a director since 2009. He served as Senior Vice President and Chief Financial Officer of ITT Corporation, then a $9 billion commercial and defense conglomerate, from 2005 until his retirement in 2007. Prior to that, he served for twelve years in several senior finance positions at United Technologies Corporation, including Vice President and Chief Financial Officer of Otis Elevator Company and of Carrier Corporation. As a Certified Public Accountant, he also held various increasingly senior positions with PricewaterhouseCoopers (then Price Waterhouse) from 1971 to 1993, culminating in Audit Partner from 1984 to 1993. He also serves as a director of AGCO Corporation, a manufacturer and distributor of agricultural equipment, and Belden Inc., a manufacturer of high-speed electronic cables, connectivity and networking products. Mr. Minnich earned a Bachelor of Science degree in Accounting from Albright College. He provides the Board with extensive financial and accounting experience gained over a career spanning more than thirty-five years. This experience was important to the Board in connection with his initial election as a means to provide additional depth of capability to the Board's Audit Committee. Mr. Minnich’s senior-level operational background also provides the Board with additional perspectives regarding the aerospace industry, defense contracting, international sales and acquisitions.

Thomas W. Rabaut

Mr. Rabaut, 67, has been a director since 2008. He currently serves as an Operating Executive with The Carlyle Group, a global private equity firm, with which he has been affiliated since January 2007. From June 2005 to January 2007, he was President of the Land & Armaments Operating Group of BAE Systems, a global leader in the design, development and production of military systems. From January 1994 to June 2005, he served as the President and Chief Executive Officer of United Defense Industries, Inc., which was acquired by BAE Systems in 2005. Mr. Rabaut is a graduate of the U.S. Military Academy and he served five years in the United States Army. He is currently Vice Chairman of the Association of the United States Army (AUSA), and he also serves as a director of Allison Transmission, Inc., a manufacturer of fully-automatic transmissions for medium-and heavy-duty commercial vehicles, medium- and heavy-tactical U.S. military vehicles and hybrid-propulsion systems for transit buses (where he serves as Lead Director), and a number of other privately held companies. He previously served as a director of Cytec Industries, Inc., a supplier of advanced composite products. The Board believes that these positions demonstrate an extensive history of senior executive leadership positions in the defense and aerospace industries. His professional and Board experience provide the Board with additional perspectives about the aerospace industry, defense markets, international markets, and acquisitions from both commercial and defense-related standpoints, as well as market and sales trends.

Class I Directors Whose Terms Expire in 2018

E. Reeves Callaway III

Mr. Callaway, 68, has been a director since 1995. He is the founder, President and Chief Executive Officer of The Callaway Companies, an engineering services firm in the high technology composites industry that has presence in the United States and Europe. Mr. Callaway provides the Board with senior executive insight into the conduct of the composites business, global operations and marketing and sales trends. As a sitting CEO, Mr. Callaway provides the Board with important insights and perspectives as an executive leading another company.

Karen M. Garrison

Ms. Garrison, 67, has been a director since 2006, and she currently serves as the Board's Lead Independent Director. She is the retired President of Pitney Bowes Business Services, having served in that position from 1999 until her retirement in 2004. In her 27 years with Pitney Bowes and its subsidiary, the Dictaphone Corporation, Ms. Garrison held a series of positions with increasing responsibilities, including Vice President of Operations, and Vice President of Finance and Chief Financial Officer. She also serves as a director of SP Plus Corporation (formerly, Standard Parking Corporation), a national provider of parking facility management services (where she serves as Lead Director), and Tenet Healthcare Corporation, one of the largest investor-owned health care delivery systems in the nation. She previously served as a director of North Fork Bank, a regional bank holding company that was acquired by Capital One Financial Corporation in 2006. The Board believes these positions demonstrate an extensive history of senior executive and oversight roles which provide operational insight, particularly with regard to acquisitions, human resources, information technologies, government contracting and distribution. The Board also values her extensive experience in finance and accounting, from her Bachelor of Science degree in Accounting from Rollins College and Master of Business Administration from Florida Institute of Technology to progressively senior roles as Controller, Worldwide Controller, Vice President - Finance and Chief Financial Officer over a ten-year period during her tenure at Pitney Bowes and its subsidiary, Dictaphone Corporation.

A. William Higgins
Mr. Higgins, 57, has been a director since 2009. He is the former Chairman, CEO and President of CIRCOR International, Inc., having served in those positions from March 2008 until his retirement in December 2012. He had previously served as the Chief Operating Officer and an Executive Vice President of CIRCOR, a global diversified manufacturing company that designs, manufactures and supplies valves, related products and services to OEMs, processors, manufacturers, the military and utilities that rely on fluid-control to accomplish their missions. Prior to joining CIRCOR in 2005, he spent thirteen years in a variety of senior management positions with Honeywell International and Allied Signal. Leslie Controls, Inc., a wholly owned subsidiary of CIRCOR and an entity for which Mr. Higgins served as a director and Vice President, filed for bankruptcy protection in July 2010 in order to eliminate certain asbestos litigation liabilities. The subsidiary successfully emerged from bankruptcy the following year. Mr. Higgins' professional background provides the Board with additional perspective on talent development, international operations and global strategic development, lean manufacturing and continuous improvement processes, the defense industry, acquisitions, and both the distribution and aerospace markets. In addition, his experience at Honeywell International and Allied Signal provide him with a strong background in the aerospace industry.

INFORMATION ABOUT THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE

The Board is elected by our shareholders to oversee their interests as owners of the Company. The Board is the ultimate decision-making authority for the Company, except for those matters that are reserved for, or shared with, our shareholders. The Board appoints and oversees the Company's senior management, which is responsible for conducting the Company's day-to-day business operations.

Board Leadership Structure

Our Bylaws and Corporate Governance Principles provide the Board with the flexibility to select and revise its leadership structure on the basis of the best interests of the Company and its shareholders at any given point in time. The Board evaluates this structure in connection with the annual appointments to the positions of Chairman of the Board ("Chairman") and Chief Executive Officer ("CEO"). The Board believes that it is currently in the best interests of the Company and its shareholders to combine the Chairman and CEO roles and to appoint a Lead Independent Director annually. In this way, the Company's shareholders have the benefit of Board leadership by Mr. Keating, an executive with extensive day-to-day knowledge of the Company's operations, strategic plan execution and future needs, as well as a Lead Independent Director who provides Board member leadership. In arriving at its determination, the Board has also considered the fact that the Board consists entirely of independent directors (other than Mr. Keating), all having diverse professional and other Board experience.

The current Lead Independent Director is Karen M. Garrison. The Lead Independent Director position has existed since 2002. The roles and responsibilities of the Lead Independent Director currently include the following:

- membership on the Corporate Governance Committee;
- chair of the Board's executive sessions and of Board meetings at which the Chairman is not in attendance;
- review and approval of all Board and committee meeting agendas;
- liaison between the Chairman and the independent directors, which includes facilitating communications and assisting in the resolution of conflicts, if any, between the independent directors and the Company's management;
- providing counsel to the Chairman and CEO, including provision of appropriate feedback regarding effectiveness of Board meetings, and otherwise as needed or requested; and
- such other responsibilities as the Board delegates.

In performing these responsibilities, the Lead Independent Director is expected to consult with the chairpersons of the Board committees, as appropriate, and solicit their participation in order to avoid the appearance of diluting the authority or responsibility of the Board committees and their chairpersons.

Board Meetings and Committees

The Board met 8 times in 2015 and its committees met a total of 26 times. Each director attended 75% or more of the aggregate of all meetings of the Board and committees on which he or she served during 2015. All of the directors then in office attended the 2015 Annual Meeting and all directors are expected to attend the 2016 Annual Meeting. The Board maintains the following standing committees: Corporate Governance, Audit, Personnel & Compensation, and Finance. Each committee has a charter that has been approved by the Board. The complete text of each committee charter is available on the Company’s website located at www.kaman.com by clicking on the “Governance” link followed by the “Documents

& Downloads" link. Each committee and the Board periodically, but not less than annually, review and revise the committee charters, as appropriate.

The following table describes the current members of each committee and the number of meetings held during 2015:

Board Member	Audit Committee	Corporate Governance Committee	Finance Committee	Personnel & Compensation Committee
Brian E. Barents	—	—	X	X
E. Reeves Callaway III	—	—	X	X
Karen M. Garrison(1)	—	Chair	X	—
A. William Higgins	—	X	Chair	—
Neal J. Keating(2)	—	—	—	—
Eileen S. Kraus	X	—	X	—
Scott E. Kuechle	Chair	X	—	—
George E. Minnich	X	—	—	X
Jennifer M. Pollino	—	—	—	X
Thomas W. Rabaut	X	—	X	—
Richard J. Swift	—	X	—	Chair
Number of Meetings	8	6	7	5

(1) Lead Independent Director.

(2) Not an independent director.

Set forth below is a summary of the responsibilities of the various Board committees:

Corporate Governance Committee

Under its charter, the Corporate Governance Committee consists of the chairpersons of the standing committees and the Lead Independent Director, if the Lead Independent Director is not already a committee chairperson. The committee assists the Board in fulfilling its corporate governance responsibilities and serves as the Board's nominating committee. These corporate governance responsibilities include board and committee organization and function, membership, compensation, and annual performance evaluation; annual goals development and evaluation for the CEO with participation by the Personnel & Compensation Committee and the Board in executive session; succession planning; development and periodic review of governance policies and principles; monitoring director compliance with stock ownership guidelines; consideration and recommendation of shareholder proposals; establishment of selection criteria for, and review and recommendation of, new Board members; and administration of the Company's majority voting policy for director elections.

Audit Committee

The Audit Committee is responsible for assisting the Board in fulfilling its responsibility to oversee the Company's financial reporting and accounting policies and procedures, its system of internal accounting and financial controls, the internal audit function and the annual independent audit of the Company's financial statements. The committee is also responsible for overseeing the performance, qualifications and independence of the Company's independent registered public accounting firm (which reports directly to the committee) as well as the performance of the internal audit department. The committee reviews the Company's business risk assessment framework and identifies principal business risks with management, the independent auditor and the internal chief audit executive (however, this committee is not the only Board committee that reviews such business risks), and pre-approves all auditing services and permitted non-audit services to be performed by its independent auditor (which approval authority has been delegated to the committee's chairperson for certain immaterial items that may arise between meetings, subject to ratification at the committee's next meeting).

The Audit Committee has also established a policy for the Company's hiring of current or former employees of the independent auditor to ensure that the auditor's independence under applicable SEC rules and accounting standards is not impaired. The committee has also established, and monitors management's operation of, procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, auditing, or other matters; as well as the confidential, anonymous submission by the Company's employees of concerns regarding questionable accounting, auditing, or other matters. The committee meets regularly in executive session with the Company's Chief Audit Executive and the independent auditor without management present.

The Audit Committee Charter provides that a committee member may not simultaneously serve on the audit committees of more than three companies whose stock is publicly traded (including this committee) unless the Board has provided its consent. No such determination is currently required.

George E. Minnich, Eileen S. Kraus, Scott E. Kuechle and Thomas W. Rabaut each has been determined to be an “audit committee financial expert,” within the meaning of Item 407(d)(5) of Regulation S-K.

Personnel & Compensation Committee

The Personnel & Compensation Committee reviews and approves the terms of, as well as oversees, the Company's executive compensation strategies (including the plans and policies to execute those strategies), administers its equity plans (including the review and approval of equity grants to executive officers) and annually reviews and approves compensation decisions relating to executive officers, including those for the CEO and the other executive officers named in the Summary Compensation Table (collectively, the “Named Executive Officers”). The committee considers the CEO's recommendations when determining the compensation of the other executive officers, but the CEO has no role in determining his own compensation (although as part of the annual CEO evaluation process, he prepares a self-assessment for review by the Corporate Governance Committee, which shares that evaluation with this committee). The committee then submits its determinations regarding proposed CEO compensation at an executive session of the Board for consideration and approval.

The Personnel & Compensation Committee also monitors management's compliance with stock ownership guidelines adopted from time to time by the Board; reviews and approves employment, severance, change in control, and termination arrangements for all executive officers and periodically reviews the Company's policies and procedures for management development.

During each of the last eleven years, the committee has directly engaged Geoffrey A. Wiegman, founder and president of Wiegman Associates LLC, an independent compensation consulting firm, to assist the committee in fulfilling its responsibilities (Mr. Wiegman is sometimes referred to in this proxy statement as the “independent compensation consultant”). The independent compensation consultant attends each committee meeting, including executive sessions. He advises the committee on marketplace trends in executive compensation and evaluates proposals for compensation programs and executive officer compensation decisions. He has also provided services to the Corporate Governance Committee in connection with its evaluation of director compensation. Although he interacts with Company management in his capacity as an advisor to the committee, he is directly accountable to the committee. The committee has assessed the independence of Mr. Wiegman as required under applicable SEC and New York Stock Exchange ("NYSE") rules and has determined that the work of the independent compensation consultant does not raise any conflict of interest. The Committee also has the authority to obtain advice and assistance from external legal, accounting or other advisers.

As noted above, each member of the Personnel & Compensation Committee is “independent” under the NYSE and SEC rules applicable to compensation committee members and otherwise in accordance with the Personnel & Compensation Committee's charter and our Corporate Governance Principles. In addition, no member of the Personnel & Compensation Committee has served as one of our officers or employees at any time. None of our executive officers serves as a member of the Board of Directors or Compensation Committee of any other company that employs a member of our Board or the Personnel & Compensation Committee. All members of the Personnel & Compensation Committee are “non-employee directors” as defined in SEC Rule 16b-3(b)(3).

Finance Committee

The Finance Committee assists the Board in fulfilling its responsibilities concerning matters of a material financial nature, including the Company’s strategies, policies and financial condition, insurance-related risk management programs, financing agreements, dividend policy, significant derivative instrument or foreign currency positions, and administration of tax-qualified defined contribution and defined benefit plans. The committee’s responsibilities also include review of the Company’s annual business plan and long range planning strategies; all forms of major debt issuances; the financial aspects of proposed acquisitions or divestitures that exceed transaction levels for which the Board has delegated authority to management; material capital expenditures; methods of financing; and the Company’s relationship with its lenders. Finally, the committee reviews and approves the Company’s policies and procedures on hedging, swaps, security-based swaps, derivatives, foreign currency exchange risk and debt and interest rate risk and, not less than annually, reviews and approves, on a general or a case-by-case basis, the Company’s decision to enter into swaps and other derivative transactions that are exempt from exchange-execution and clearance under the "end-user exception" set forth in the Dodd-Frank Act and any applicable regulations established by the Commodity Futures Trading Commission.

Director Nominees

The Board is responsible for selecting its own members and recommending them for election by the shareholders. The Board delegates the screening process involved to the Corporate Governance Committee, which consults with the Chairman and CEO, after which it provides recommendations to the Board. The Corporate Governance Committee will also consider director candidates recommended by shareholders. While the Corporate Governance Committee does not have specific minimum qualifications for potential directors, its policy is that all candidates, including those recommended by shareholders, will be evaluated on the same basis. The committee utilizes a nationally recognized third-party consultant to assist in identifying potential candidates. The consultant is provided with the Committee's assessment of the skill-sets and experience required in the context of current Board composition and identifies potential candidates for introduction to the Committee. Thereafter, consideration of any such individuals is the responsibility of the Committee in consultation with the CEO.

Under our Bylaws, only individuals nominated in accordance with certain procedures are eligible for election as directors of the Company (except for the rights of preferred shareholders, of which there currently are none). Generally, nominations are made by the Board of Directors or any shareholder (i) who is a shareholder of record on the date of the giving of written notice in respect of the nomination for director and on the record date for the determination of shareholders entitled to notice of and to vote at a meeting where directors are to be elected, and (ii) who provides advance written notice, all of the foregoing in accordance with the Bylaws.

In addition to any other applicable requirements, for a nomination to be properly made by a shareholder, such shareholder must have given timely notice therefor in proper written form to the Secretary of the Company. To be timely, a shareholder's written notice to the Secretary of the Company must be delivered to or mailed and received at the principal executive offices of the Company, in the case of: (i) an annual meeting, not less than seventy-five (75) days nor more than ninety (90) days prior to the first anniversary of the date of the immediately preceding year's annual meeting; provided, however, that if the date of the annual meeting is advanced more than thirty (30) days prior to or delayed by more than thirty (30) days after the anniversary of the preceding year's annual meeting, to be timely, notice by the shareholder must be so received not later than the close of business on the tenth (10th) day following the day on which notice of the date of the annual meeting is mailed or public disclosure of the date of the annual meeting is first given or made (which for this purpose shall include any and all filings of the Company made with the SEC), whichever first occurs; and (ii) a special meeting called for the purpose of electing directors, not later than the close of business on the tenth (10th) day following the day on which notice of the date of the special meeting is mailed or public disclosure of the date of the special meeting is first given or made (which for this purpose shall include any and all filings of the Company made with the SEC).

A shareholder's written notice of a proposed nomination must describe (i) the name, age, business address and residence address of the nominee, (ii) the principal occupation or employment of the nominee, (iii) the class or series and number of shares of capital stock of the Company which are owned beneficially or of record by the person, if any, and (iv) any other information relating to the person that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the "Exchange Act"). The shareholder making the proposal must also provide (i) the shareholder's name and record address, (ii) the class or series and number of shares of capital stock of the Company which are owned beneficially or of record by the shareholder, (iii) a description of all arrangements or understandings between the shareholder and each proposed nominee and any other person or persons (including their names) pursuant to which the nomination(s) are to be made by such shareholder, (iv) a representation that the shareholder intends to appear in person or by proxy at the meeting to nominate the persons identified in its notice, and (v) any other information relating to such shareholder that would be required to be disclosed in a proxy statement or other filings required to be made in connection with solicitations of proxies for election of directors pursuant to Section 14 of the Exchange Act and its rules and regulations. The written notice must be accompanied by a written consent of each proposed nominee to being named or referred to as a nominee and to serving as a director if elected. The Board may require any proposed nominee to furnish such other information (which may include meetings to discuss the furnished information) as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director.

The Board's Role in Oversight of the Company's Risk Management Process

The Board oversees the Company's processes to identify, report and address risks across the full spectrum of the Company's operations. To that end, each of the Board's committees has been delegated responsibility for evaluating specific risk management processes and issues resulting therefrom. The Board receives regular reports from these committees and, where appropriate, directs that action be taken. The Board also conducts direct oversight of certain risk management processes.

The Company's Internal Audit Department reports directly to the Audit Committee, and the Audit Committee regularly reviews with management the Company's financial reporting and accounting policies, internal controls over financial reporting, internal accounting controls, business risk assessment framework and principal business risks, and Code of Business Conduct compliance. The Finance Committee reviews the Company's short- and long-term business plans, certain proposed acquisitions or divestitures (including consideration of any substantial diversification from current business operations), any significant debt/equity issuances, and risk management programs from an insurance coverage perspective. The Company's Assistant Vice President - Corporate Risk, Safety and Environmental Management also reports directly to the committee on a periodic basis. The Personnel & Compensation Committee reviews and approves the Company's executive compensation strategies and programs related to annual, long-term and equity incentives and the business unit and corporate performance goals associated therewith, monitors management progress in compliance with stock ownership guidelines, considers and approves all employment-related agreements or termination arrangements with the Company's executive officers and periodically reviews policies related to management development. The Corporate Governance Committee reviews the Company's succession plan for the CEO and other top senior management, assures annual evaluation of Board performance, establishes selection criteria for new directors, and manages the annual CEO evaluation process. The duties and responsibilities of each of the Board's committees are more fully described above. In addition to its consideration of matters brought to its attention by the Board's committees, the Board conducts direct oversight of various business risk management functions. At each regular meeting, the Board receives senior management reports about current operations as well as the identification of, and progress in addressing, principal business risks. The Board also receives direct reports from management regarding its Enterprise Risk Management program for identification and development of mitigation activities relative to longer-term business risks. In addition to the regular reports provided regarding current principal business risks, the Audit Committee periodically receives summary reports regarding the Enterprise Risk Management program. Annually, the Board reviews and approves the Company's strategic plan objectives with periodic reviews thereafter regarding progress against that plan and any changes that are being considered. The Board's oversight role in this area has not affected its approach to the Board's leadership structure, at least in part due to the level of direct communication that the Board and its committees experience with a variety of management employees involved in operations, finance, human resources, risk management and legal roles.

Board and Committee Independence Requirements

Our Corporate Governance Principles provide that, as a matter of policy, a significant majority of the Board should consist of independent directors. In order to be deemed independent, our Corporate Governance Principles specify that a director must be free from any relationship which, in the opinion of the Board, would interfere with the exercise of his or her independent judgment in carrying out his or her responsibilities as a director. In addition to establishing its own criteria for independence, the Company complies with the rules promulgated by the NYSE for determining the independence of directors, as well as the Sarbanes-Oxley Act for independence of directors on the Audit Committee and the Internal Revenue Code of 1986 and Dodd-Frank Wall Street Reform and Consumer Protection Act requirements for independence of directors on the Personnel & Compensation Committee (or any other committee performing an equivalent function).

Based on the review and recommendation of the Corporate Governance Committee, the Board has affirmatively determined that all of the current directors meet the applicable independence standards referenced in the preceding paragraph, except for Mr. Keating, the Company's Chairman, President and CEO. In evaluating and determining the independence of the Company's directors, the Corporate Governance Committee and the Board considered that, in the ordinary course of business, transactions may occur between the Company and its subsidiaries and certain entities with which some of the directors are or have been affiliated.

In affirmatively determining the independence of each director who serves as a member of the Personnel & Compensation Committee, the Corporate Governance Committee and the Board considered all factors specifically relevant to determining whether such director has a direct or indirect relationship with the Company or any of its subsidiaries which is material to such director's ability to be independent from management in connection with the director's duties as a member of the Personnel & Compensation Committee, including, but not limited to the source of compensation of such director, including any consulting, advisory or other compensatory fee paid by the Company to such director and whether such director is affiliated with the Company, a subsidiary of the Company or an affiliate of a subsidiary of the Company.

Specific Experience, Qualifications, Attributes and Skills of Current Board Members and Director Nominees

The Corporate Governance Committee is responsible for reviewing with the Board, on a periodic basis, the appropriate characteristics required of Board members in the context of the Board's current composition. This includes review of the suitability for continued service of each Board member when his or her term expires and when he or she has a significant change in status. Overall, the assessment includes areas such as senior leadership positions; professional experience in areas relevant to the Company's businesses, including aerospace, industrial distribution, international, government, regulatory, mergers and acquisitions, financial, accounting, human resources or information technology systems experience; other public company board service; diversity, age and evidence of the intangible characteristics that are vital to the successful operation of any board. Diversity in this context has traditionally referred to encouragement of the identification of minority candidates, including women and individuals of varied national origins. Consideration of diversity has been an element communicated to the third-party search firms in each of the director searches conducted during the past several years.

The Board believes that intangible characteristics include a demonstrated understanding of a director's policy making role while constructively challenging management to seek and attain competitive targets and increase shareholder value; a demonstrated understanding of the Company's values and strategic plan; capacity for critical thought; maintenance of objectivity in not being unreasonably influenced by personal experience or other Board members in situation analysis; and the independence required for participation on the Board and its committees. In addition, Board members are evaluated with respect to their active contributions, including regular attendance and preparation for/participation at meetings while maintaining an ongoing understanding of the issues and trends affecting the Company.

In addition to these intangible characteristics, we have described specific experience, qualifications, attributes and skills that the Board believes qualify each current director for his or her position on the Board in the summary of biographical information set forth above. Those descriptions are not intended to be comprehensive descriptions of the types of expertise or contributions provided by each director. At this time, the Board believes that each of these directors possesses the experience, qualifications, attributes and skills, as well as the intangible characteristics described above, which, taken together, qualify them for their positions on the Board.

Other Information about the Board's Structure and Composition

Board Size

The Company's Board size currently has been fixed at eleven. Upon the retirement of Mrs. Kraus and the election of Class II directors at the Annual Meeting, the full size of the Board will be reduced to ten persons. The Company's Amended and Restated Certificate of Incorporation provides that the Board will consist of at least three and not more than fifteen directors and, while the Board is permitted to increase its size during the year and elect a director to fill the vacancy created by the increase, any director so elected may only serve until the annual meeting immediately following his or her election. Under our Corporate Governance Principles, a Board size of nine to eleven individuals continues to be considered appropriate.

Mandatory Retirement

The Company's Bylaws provide for mandatory director retirement at age 72 (age 75 for directors serving as of November 14, 2000). The Board's policy in implementing this requirement is that if a director attains mandatory retirement age during his or her then-current term, the director may continue to serve the remaining portion of that term. Although the Board is permitted to make exceptions to this requirement, it intends to exercise this right only under extraordinary circumstances.

In accordance with this policy, Mrs. Kraus, a current director, is not standing for re-election and will retire from the Board as of the date of the Annual Meeting.

Change of Principal Occupation

Our Corporate Governance Principles require directors who change their principal occupation, position, or responsibility held at the time of election to submit a conditional letter of resignation to the Board, after which a judgment will be made in each case as to the appropriateness of continued membership under the circumstances.

2015 Director Compensation

The following table provides information about the compensation that our directors earned during 2015. The table does not include Mr. Keating, our Chairman, President and Chief Executive Officer, who received no additional compensation for his service as a director.

2015 DIRECTOR COMPENSATION TABLE

Name	Fees Earned or Paid in Cash	Stock Awards(1)	Total
Brian E. Barents	$87,750	$100,007	$187,757
E. Reeves Callaway III	$87,750	$100,007	$187,757
Karen M. Garrison	$120,480	$100,007	$220,487
A. William Higgins	$95,885	$100,007	$195,892
Eileen S. Kraus	$102,263	$100,007	$202,270
Scott E. Kuechle	$103,236	$100,007	$203,243
George E. Minnich	$96,040	$100,007	$196,047
Jennifer M. Pollino	$46,988	$86,849	$133,837
Thomas W. Rabaut	$89,750	$100,007	$189,757
Richard J. Swift	$103,500	$100,007	$203,507

(1) Please refer to Footnote 18, Share-Based Arrangements, to the Company's audited consolidated financial statements for the year ended December 31, 2015, set forth in the Company's Annual Report on Form 10-K for the year then ended. Each stock award generally consisted of 2,357 vested shares of Common Stock issued under our 2013 Management Incentive Plan on April 15, 2015, except that the stock award granted to Ms. Pollino was granted on

June 2, 2015, and was pro-rated to reflect her appointment subsequent to April 15, 2015. The closing prices of our Common Stock on the New York Stock Exchange on April 14 and June 1, 2015, the days prior to such grants, were $42.43 and $42.57, respectively.

The following table summarizes the fee schedule in effect throughout 2015:

2015 BOARD RETAINER AND MEETING FEE TABLE

	Amount/Value
Cash:	
Retainer Fees (payable quarterly in arrears)(1):	
Board	$70,000
Lead Director	$30,000
Committee Chairs:	
Audit Committee	$30,000
Corporate Governance Committee	$20,000
Personnel & Compensation Committee	$25,000
Finance Committee	$20,000
Committee Members:	
Audit Committee	$12,000
Corporate Governance Committee	$7,000
Personnel & Compensation Committee	$8,500
Finance Committee	$7,000
Equity:	
Stock Award(2)	Vested shares having a fair market value equal to $100,000

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(1) In addition to these annual retainers, Board members may receive additional meeting fees ($1,500 for an in person meeting and $750 for a telephonic meeting) for "special" board meetings. Special board meetings are defined as meetings that are in addition to the meetings regularly scheduled in advance. Committee members may also receive additional meeting fees ($1,500 for an in person meeting and $750 for a telephonic meeting) for any committee meeting that exceeds the number of regularly scheduled committee meetings by more than two.

(2) This award is currently made under the 2013 Management Incentive Plan at the annual Board meeting held in conjunction with the annual meeting of shareholders. The number of shares for this award is determined based upon the fair market value of the Company's common stock on the date of grant, in accordance with the Plan.

The Corporate Governance Committee reviews our non-employee director compensation on a biennial basis with the assistance of the independent compensation consultant to the Personnel & Compensation Committee. The most recent review was conducted in November 2014, at which time the compensation arrangements set forth in the preceding table were approved effective as of January 1, 2015.

From time to time, special activities may be undertaken by one or more directors at the direction of the Board and, in such cases, additional fees will ordinarily be paid. There were no such special activities during 2015.

Directors may defer all, or a portion, of their cash compensation. Interest accrues on such deferrals at the Applicable Interest Rate, which is the same rate that applies to our Deferred Compensation Plan for Company executives. When a director ends his or her service on the Board, distributions are made either in quarterly installments over a maximum period of 10 years or in a lump sum, based on prior elections made in connection with each deferral. Distributions are made beginning either in the next calendar quarter after the date service ends or on the following January 1 at the prior election of the director.

The Board has adopted stock ownership guidelines for non-employee directors, which are discussed in more detail below under the caption, "Stock Ownership Guidelines." The Corporate Governance Committee periodically reviews the progress of each non-employee director toward the achievement of these guidelines. As of December 31, 2015, all non-employee directors were in compliance with these guidelines, except for Ms. Pollino, who was first elected to the Board during 2015. The Corporate Governance Committee believes that she is progressing satisfactorily toward the requisite ownership level.

Code of Business Conduct and Other Governance Documents Available on the Company’s Website

The Company has for many years maintained a Code of Business Conduct applicable to all of its employees, consultants and the Board of Directors. This Code of Business Conduct is also specifically applicable to the Company's principal executive officer, principal financial officer, principal accounting officer, controller, and persons performing similar functions. The current Code of Business Conduct, which was amended and restated in its entirety effective January 1, 2013, may be accessed on the Company's web site at www.kaman.com by clicking on the "Governance" tab followed by the "Documents and Downloads" link. We intend to disclose any future amendments to, or waivers from, provisions of the Code of Business Conduct required to be disclosed under the rules of the SEC or listing standards of the NYSE at the same location on our website.

In addition to the Code of Business Conduct and the committee charters and Governance Principles already referenced, other governance documents including the Company's Amended and Restated Certificate of Incorporation and Bylaws can be accessed on the Company's web site at www.kaman.com by clicking on the "Governance" tab and then the link to each document.

Communications with the Board

Shareholders or others wishing to communicate with any member of the Board, a Board committee, or the Lead Independent Director may do so by mail, addressed to Kaman Corporation Corporate Headquarters, c/o Corporate Secretary, 1332 Blue Hills Ave., Bloomfield, Connecticut 06002 or by e-mail through the Kaman Corporation web site at www.kaman.com by clicking on the "Governance" tab and then selecting "Contact" link. The Corporate Secretary will compile all such communications and forward each item to the individual to whom it is directed or, if the communication is not directed to any particular Board member, to the entire Board. Items that the Corporate Secretary determines are frivolous, unlawful or that constitute commercial advertisements will not be forwarded to the Board or any particular Board member.

Director Education

The Board maintains a policy that directors should be regularly exposed to discussion of current developments in their roles and responsibilities as directors and their attendance at such sessions is reimbursed by the Company. The Board's policy also encompasses receipt of information regarding developments in the law and conditions in the market segments in which the Company operates. During the past few years, several Board members have participated in seminars sponsored by various national organizations, which have included developments in the law, board/management relationship development, and audit-related topics. The Board has also received presentations from outside industry experts regarding developments and trends in certain of the Company's market segments and other subjects of importance to the Company. In addition, the Board and the Company have an orientation process for new directors that includes background material, meetings with senior management and visits to Company facilities.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers, as well as persons who own more than 10% of our outstanding shares of common stock, to file reports of ownership and changes in ownership of our securities with the SEC. We have procedures in place to assist our directors and executive officers in preparing and filing these reports on a timely basis. Based solely on a review of the Section 16(a) forms furnished to us, or written representations from certain persons that no Forms 5 were required, we believe that all required Section 16(a) forms were timely filed for fiscal 2015.

Related Party Transactions

The Company's Code of Business Conduct requires that all business transactions be at arms' length, negotiated in good faith and based on merit alone. All of the Company's employees have a responsibility and duty of loyalty to the Company and all business decisions are to be made in the best interests of the Company, which means putting the Company's interests first. Should a situation arise that would constitute a related party transaction under applicable SEC rules, the Company's Code of Conduct provides that the independent and disinterested Board members will review the propriety of, and approve or disapprove, such transaction. Under SEC rules, a related party is, or at any time since the beginning of the last fiscal year was, a director, executive officer, nominee for director or five percent shareholder of the Company, or an immediate family member (as defined under applicable SEC rules) of any of the foregoing. A related party transaction is any transaction, arrangement or relationship (or series of transactions, arrangements or relationships) in which the Company is a participant, the amount involved exceeds $120,000 and a related party had, has or will have a direct or indirect material interest.

There were no transactions, relationships or arrangements proposed between executive officers of the Company and the Company or any of its subsidiaries during 2015.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

Stock Ownership of Directors and Executive Officers

The following table sets forth information about the beneficial ownership of the Company's Common Stock by each director and director nominee, each executive officer named in the Summary Compensation Table, and all directors and executive officers as a group, as of December 31, 2015. The beneficial ownership percentages have been calculated based on 27,037,574 shares of Common Stock issued and outstanding as of such date. Unless otherwise indicated, each person listed has the sole voting and investment power with respect to the shares listed, and the business address of each person is c/o Kaman Corporation, 1332 Blue Hills Avenue, Bloomfield, Connecticut 06002.

Name	Number of Shares Beneficially Owned as of December 31, 2015		Percentage
Brian E. Barents	26,783		*
E. Reeves Callaway III	7,851		*
Ronald M. Galla	44,559		*
Karen M. Garrison	21,283		*
A. William Higgins	15,283		*
Neal J. Keating	197,136	(1)	*
Eileen S. Kraus	31,887		*
Scott E. Kuechle	6,736		*
Shawn G. Lisle	13,974	(2)	*
George E. Minnich	16,122		*
Jennifer M. Pollino	2,041		*
Thomas W. Rabaut	24,168	(3)	*
Steven J. Smidler	40,039	(4)	*
Robert D. Starr	45,461	(5)	*
Gregory L. Steiner	77,260	(6)	*
Richard J. Swift	17,283		*
All Directors and Executive Officers as a group	671,610	(7)	2.47%

* Less than one percent.

(1) Includes 14,000 shares held in a trust, of which Mr. Keating and his spouse are trustees.

(2) Includes 4,472 shares issuable upon the exercise of stock options exercisable or which will become exercisable within 60 days.

(3) Includes 2,485 shares held by a revocable trust for the benefit of Mr. Rabaut's spouse and children, for which Mr. Rabaut serves as Trustee with the power to exercise investment control.

(4) Includes 15,820 shares issuable upon the exercise of stock options exercisable or which will become exercisable within 60 days.

(5) Includes 25,015 shares issuable upon the exercise of stock options exercisable or which will become exercisable within 60 days.

(6) Includes 50,505 shares issuable upon the exercise of stock options exercisable or which will become exercisable within 60 days.

(7) Includes 127,827 shares issuable upon the exercise of stock options exercisable or which will become exercisable within 60 days.

Beneficial Owners of More Than 5% of Common Stock

Following is information about persons known to the Company to be beneficial owners of more than five percent (5%) of the Company's outstanding voting securities as of December 31, 2015:

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Common Stock
GAMCO Asset Management, Inc.[(1)] One Corporate Center Rye, NY 10580	4,922,714	18.2%
BlackRock, Inc.[(2)] 55 East 52nd Street New York, NY 10022	2,529,295	9.4%
The Vanguard Group[(3)] 100 Vanguard Boulevard Malvern, PA 19355	1,986,208	7.3%

(1) As reported in Amendment No. 19 to Schedule 13D, dated September 24, 2014 ("Amendment 19"), filed by Mario J. Gabelli and various entities which he directly or indirectly controls or for which he acts as chief investment officer (collectively, the "Reporting Persons"), GAMCO Asset Management, Inc. ("GAMCO") is the beneficial owner of 3,574,036 shares, Gabelli Funds, LLC ("Gabelli Funds") is the beneficial owner of 1,133,477 shares, MJG Associates, Inc. ("MJG Associates") is the beneficial owner of 10,000 shares, Teton Advisors, Inc. ("Teton Advisors") is the beneficial owner of 197,201 shares, and Gabelli Securities, Inc. ("GSI") is the beneficial owner of 8,000 shares. Mr. Gabelli is deemed to have beneficial ownership of the shares owned beneficially by each of the foregoing entities. Each of the Reporting Persons, together with their executive officers and directors, has the sole power to vote or direct the vote and the sole power to dispose or to direct the disposition of the shares reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have authority to vote 187,200 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares held by a number of investment funds for which Gabelli Funds serves as an investment adviser (the "Funds") so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Company and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such Fund under special circumstances such as regulatory considerations, and (iv) the power of Mr. Gabelli is indirect with respect to the shares beneficially owned directly by other Reporting Persons.

(2) As reported in Amendment No. 7 to Schedule 13G, dated January 22, 2016, BlackRock, Inc. is the beneficial owner of 2,529,295 shares held by specified subsidiaries as of December 31, 2015. According to the filing, BlackRock, Inc. has the sole power to vote or direct the vote of 2,472,297 shares, the shared power to vote or direct the vote of no shares, the sole power to dispose or to direct the disposition of 2,529,295 shares, and the shared power to dispose or to direct the disposition of no shares.

(3) As reported in Amendment No. 3 to Schedule 13G, dated February 10, 2016, The Vanguard Group is the beneficial owner of 1,986,208 shares held by various investment advisory clients as of December 31, 2015. According to the filing, The Vanguard Group has the sole power to vote or direct the vote of 35,663 shares, the shared power to vote or direct the vote of 2,900 shares, the sole power to dispose or to direct the disposition of 1,949,345 shares, and the shared power to dispose or to direct the disposition of 36,863 shares.

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

This section explains our executive compensation program as it applies to the senior executive officers whose compensation is summarized in the Summary Compensation Table and the other tables that are presented immediately following this discussion. These senior executive officers are sometimes referred to as our "Named Executive Officers" or our "NEOs." This section also discusses the role, responsibilities and philosophy of the Personnel & Compensation Committee (the “Committee” or the “committee”) of our Board of Directors, which oversees the design and operation of the program.

For 2015, our Named Executive Officers were as follows:

Neal J. Keating	Chairman, President and Chief Executive Officer
Robert D. Starr	Executive Vice President and Chief Financial Officer
Gregory L. Steiner	Executive Vice President, Kaman Corporation and President, Kaman Aerospace Group, Inc.
Ronald M. Galla	Senior Vice President and Chief Information Officer
Shawn G. Lisle	Senior Vice President and General Counsel

In addition to the foregoing, we have elected to discuss the compensation of Steven J. Smidler, Executive Vice President of the Company and President of our Distribution segment, even though he is not a Named Executive Officer under applicable SEC disclosure rules. We have done so because he is responsible for the management of our larger operating segment and his compensation has been discussed in our proxy statements for the past several years. We also expect that he will be among our most highly compensated executive officers after payment of the long-term incentive award payouts that are likely to be approved in June 2016 based on the long-term performance periods ended as of December 31, 2015.

In the discussion that follows, we begin with a brief description of some of the most significant actions that were taken by the Committee with respect to the 2015 compensation of our Named Executive Officers. We then discuss some of the most significant policies and practices that have been implemented to assure that the total compensation paid to our NEOs is linked to Company performance and increases in shareholder value. We then present the results of our recent say-on-pay votes and discuss how the Committee has interpreted these results. Next, we discuss our compensation philosophy and describe the various elements of our executive compensation program and the 2015 compensation of our Named Executive Officers, including the annual cash incentive award payouts that were approved in February 2016 for 2015 performance and an estimate of the long-term incentive award payouts that are likely to be approved in June 2016 based on the long-term performance periods ended as of December 31, 2015. We then discuss a number of other compensation-related matters, including our use of employment and change in control agreements, our stock ownership guidelines for directors and executive officers, and the material tax and accounting implications of our compensation program. We conclude by presenting the formal report of the Committee, which is required by applicable SEC rules and regulations.

As used in this section, all references to the "Committee" mean the Personnel & Compensation Committee of our Board of Directors, which oversees the design and operation of our executive compensation program. For more information about the Committee and its role and responsibilities, please see the discussion under the heading "Personnel & Compensation Committee" above.

2015 Compensation Initiatives

Set forth below is a brief description of some of the most significant actions or events affecting the determination of the 2015 compensation of our Named Executive Officers and other members of our senior leadership team:

- We exercised "negative discretion" to reduce the payouts to NEOs under our annual incentive compensation program. For purposes of determining the level of achievement or satisfaction of the performance measures under the Company's 2015 annual incentive compensation program, the Committee approved specified modifications to the calculation of each performance measure that were applicable to all participants. The Committee also retained the ability to eliminate or reduce the amount of any award that would otherwise be payable as a result of these adjustments or to further adjust any award due to special circumstances, as permitted by the plan under which the annual incentive awards were granted. After considering all factors deemed relevant, the Committee, upon the recommendation of the Chief Executive Officer, elected to exercise "negative discretion" to reduce the final performance award factors relating to our Corporate group and our Aerospace segment, which reduced the amount of the annual incentive compensation payouts in respect of these performance factors. The Committee did not exercise any "negative discretion" with respect to the final performance award factor relating to our Distribution segment because it was already zero. The Committee determined that the exercise of negative discretion was appropriate in respect of the performance award factors relating to our Corporate group and our Aerospace segment to more closely align the annual incentive compensation award payouts with the Company's 2015 financial performance.

- We continued to emphasize total shareholder return ("TSR") in the financial metrics relating to the long-term incentive program ("LTIP") awards granted to our executive officers, including our NEOs. The performance factors included in the LTIP awards granted to our executive officers during 2015 continued to assign a 34% weighting to TSR, up from 20% in LTIP awards granted prior to 2014.
- We continued to incorporate additional caps on the LTIP awards granted to our NEOs. The LTIP awards granted to our executive officers during 2015 continued to include an additional sub-limit of 150% on the payouts in respect of any particular performance measure if the Company's adjusted performance for such measure is less than zero. For example, if the Company's three-year average total return to shareholders is negative but outperforms the three-year average total return to shareholders for the Russell 2000 Index companies, the payout in respect of that performance measure cannot exceed 150%.
- We continued the practice of deferring annual base salary adjustments for our senior executives. Continuing a practice that commenced in 2013, the Committee, at the request of our Chief Executive Officer, deferred the 2015 salary adjustments for our Named Executive Officers, including our Chief Executive Officer and the other senior executive officers who report directly to him, from January 1 to July 1, 2015. The 2015 salary adjustments for all other officers were deferred from January 1 to April 1, 2015. Similar deferrals are planned for 2016.
- We assessed the potential impact of new revenue recognition rules that are scheduled to become effective for annual reporting periods beginning on or after December 15, 2017. Accounting Standards Update (ASU) No. 2014-09, Revenue from Contracts with Customers, which is currently scheduled to become effective for annual reporting periods on or after December 15, 2017, eliminates the transaction- and industry-specific revenue recognition guidance under current GAAP and replaces it with a principle-based approach for determining revenue recognition. During 2015, the Committee assessed the potential impact the new guidance may have on our incentive compensation program. The new guidance has the potential to significantly affect the way in which the Company recognizes revenue on long-term contracts with customers, but the Committee at this early stage was unable to quantify the full extent of the likely impact. Moreover, the Committee was unable to fully assess the likely impact the new guidance may have on the companies comprising the Russell 2000 Index, against which the Company's own financial performance is measured. The Committee, therefore, determined not to make any change to our incentive compensation program pending a more detailed assessment of the likely impact as the Company prepares for the implementation of the new guidance.
- We ceased further accruals under our non-contributory qualified defined benefit pension plan (our "Qualified Pension Plan") and our supplemental employees' retirement plan ("SERP") for service after December 31, 2015. During 2010, the Company's Board of Directors approved amendments to the Qualified Pension Plan and the SERP closing them to all new hires and changing the benefit calculation for then-current employees. Among other things, the amendments provided that changes in pay would be taken into account for benefit calculation purposes until December 31, 2010, but years of service credits would continue to accrue through December 31, 2015. Therefore, effective as of January 1, 2016, benefit calculations under our Qualified Pension Plan and our SERP will not include any additional accrual for additional service to the Company.

Kaman's Compensation and Benefits Best Practices

The Company's executive compensation program is designed to link total compensation with both short- and long-term Company performance and increases in shareholder value with minimal excess risk taking. The Committee periodically reviews and adjusts the compensation and benefits program to ensure alignment with current market practices. By continuing to evaluate and modify the programs as necessary and by designing the program around the following best practices, the Committee has shown its commitment to paying for performance and aligning executive pay with shareholder interests.

- Independent Compensation Consultant – The Committee retains its own compensation consultant who reports directly to the Committee, performs no other work for the Company (other than the biennial director compensation review performed for the Corporate Governance Committee) and attends all Committee meetings.
- "Double Trigger" Vesting – The change in control agreements with our Named Executive Officers include "double trigger" vesting provisions that require both a change in control of the Company and a qualifying termination of

employment, either by the Company without "Cause" or by the executive for "Good Reason," in order to receive change in control severance benefits.

- No Excise Tax Gross-Ups – None of our employment or change in control agreements include tax gross-up provisions pursuant to which any of our NEOs would be entitled to reimbursement for any excise taxes resulting from a change in control.

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- No Re-Pricing of Underwater Stock Options – Our equity incentive plans expressly prohibit the re-pricing of underwater stock options.
- No Time-Vested Restricted Stock Awards – Except for two special retention awards that were granted to our CEO and the President of our Aerospace Segment during the spring of 2014, our NEOs generally do not receive time-vested restricted stock awards. Instead, they receive performance-based long-term incentive awards.
- Total Shareholder Return Performance Metric – TSR is a significant component of the performance-based long-term incentive awards that are granted to our executive officers, including our Named Executive Officers. Three-year total return to shareholders accounts for 34% of the performance factors incorporated in LTIP awards granted in 2015.
- Minimal Perquisites – The Company provides minimal perquisites to its executive officers, including its Named Executive Officers.
- Claw-Back Provisions – Both our CEO and our CFO are subject to contractual compensation claw-back provisions in the event that there is a mandatory restatement of the Company's financial statements. These provisions also provide that our CEO and our CFO shall be bound by any rules or regulations promulgated by the SEC implementing the requirements of Section 954 of the Dodd-Frank Act or any compensation claw-back policy subsequently adopted by the Committee. In addition, the 2013 Management Incentive Plan expressly provides that all awards under the Plan shall be subject to any compensation recovery policy that may be adopted by the Company.
- No Hedging or Pledging of Company Stock – Our directors, executive officers and other designated employees are prohibited from engaging in hedging or pledging transactions or short sales of Company stock.
- Stock Ownership Guidelines – Our directors and senior executives are subject to meaningful stock ownership guidelines. Adherence to these guidelines is monitored by the Committee.
- Balanced Compensation Program – Our executive compensation program is balanced between annual and long-term financial goals (including total shareholder return), with an emphasis on longer-term strategic objectives.
- Caps on Incentive Awards – All annual and long-term incentive awards include caps on the maximum payouts that can be achieved under the awards.

Recent Say-on-Pay Voting Results

Since 2011, we have asked our shareholders to cast a non-binding, advisory vote to approve the compensation paid to our Named Executive Officers, and our shareholders have overwhelmingly voted in favor of our compensation program. The following chart shows, for each of the last five years, the percentage of the votes cast "FOR" and "AGAINST" these non-binding proposals, excluding broker non-votes and abstentions:

(*) Represents the percentage of votes cast "FOR" and "AGAINST" the proposals, excluding broker non-votes and abstentions. If abstentions were to be counted as votes "AGAINST," the percentage of votes cast "FOR" the proposals would have been 78.0%, 80.3%, 83.8%, 80.6% and 93.7% for 2011, 2012, 2013, 2014 and 2015, respectively.

The Committee has interpreted this strong voting record to mean that our shareholders generally support the current design, purposes and direction of our executive compensation program. Accordingly, the Committee has taken no specific actions to modify our executive compensation program as a direct result of these non-binding, advisory votes but, rather, has continued to oversee the program in accordance with its best judgment and stated governing principles.

WE ENCOURAGE SHAREHOLDERS TO REVIEW THIS COMPENSATION DISCUSSION AND ANALYSIS AND THE ACCOMPANYING COMPENSATION TABLES FOR AN EXPLANATION OF OUR APPROACH TO EXECUTIVE COMPENSATION AND A DISCUSSION OF THE CORRELATION BETWEEN THE COMPENSATION PAID TO OUR NAMED EXECUTIVE OFFICERS AND THE COMPANY'S FINANCIAL PERFORMANCE. AS DISCUSSED HEREIN, WE BELIEVE THAT THE COMPENSATION PAID, AND TO BE PAID, TO OUR NAMED EXECUTIVE OFFICERS FOR 2015 BEARS, AND WILL BEAR, A DIRECT AND CORRESPONDING RELATIONSHIP TO THE COMPANY'S 2015 FINANCIAL PERFORMANCE.

Our Compensation Philosophy and Objectives

The philosophy underlying our executive compensation program is to provide an attractive, flexible, and market-based total compensation program that is tied to the financial performance of the Company and is aligned with the long-term financial interests of our shareholders. We strive to recruit and retain executive officers and other key employees who have the skills and talents that are necessary to deliver sustained financial performance that exceeds the median financial performance of the companies comprising the Russell 2000 index.

Our fundamental compensation objectives include the following:

- Increase shareholder value by motivating talented individuals to achieve the Company’s annual and longer-term financial and strategic operational goals with compensation related to objective benchmarks and Company performance. To accomplish this objective, we use an appropriate mix of pay elements, including salary, annual and long-term incentive opportunities and benefits. Overall, salary and benefits are determined based upon a comparison to the competitive market as reflected by various market surveys of companies that approximate our revenue, while the annual and long-term incentive opportunities are directly related to the Company’s financial performance compared to the Russell 2000 index companies.
- Tie a significant percentage of our senior executives’ incentive compensation to the successful execution of strategic operational goals. To accomplish this, we establish objective and measurable goals on an annual and longer-term basis (generally 3 years) and compare the Company's actual performance to objective, measurable benchmarks. As a result, executives, especially our Named Executive Officers, earn above average compensation when the Company achieves above average financial performance as compared to the Russell 2000 index of companies.
- Require our Named Executive Officers to maintain a significant equity stake in the Company to further align their interests with those of our shareholders. We maintain meaningful stock ownership guidelines, described in more detail below, that are designed to align the financial interests of our officers, including our Named Executive Officers, with those of our shareholders. To facilitate the accumulation of equity and the satisfaction of these guidelines, the Committee may elect to pay up to one-third (1/3) of a cash-based long-term incentive award payout in shares of Company stock. At the discretion of the Committee, up to the entire amount of such payout may be paid in shares of Company stock to the extent requested by a plan participant.
- Protect against inappropriate risk taking. We use caps on potential awards for both annual and long-term incentives. The Committee also introduced a claw-back policy that is reflected in the employment agreements of our Chief Executive Officer and our Chief Financial Officer. The Committee intends to establish a broader claw-back policy covering all executive officers once the SEC issues final rules and the New York Stock Exchange issues listing conditions for the recovery of incentive compensation as required under Section 954 of the Dodd-Frank Act. In addition, the Company’s Insider Trading Policy expressly prohibits directors, executive officers and other designated employees from engaging in short-term or speculative transactions in Company securities, including, among others, (i) short sales of Company securities; (ii) publicly traded options, puts, calls or other similar derivative securities; (iii) hedging or similar monetization transactions, such as zero-cost collars and forward sale contracts; and (iv) holding Company securities in a margin account or pledging Company securities as collateral for a loan.

Our Compensation Program

We have designed our executive compensation program to achieve the goals described above in a variety of ways with the intention of providing market-competitive pay for a company of our size and incentive opportunities that challenge and correspondingly reward our executives when, and to the extent that, the Company succeeds. First, we use a combination of pay elements, each of which over time is intended to approximate the market median compensation for each position. These elements include base salary, annual cash incentives, longer-term cash and equity incentive opportunities, and benefits. The opportunities afforded by each pay element are determined on the basis of comparison to objective criteria to assure consistency with companies of similar revenue size, which include national surveys and a sampling of the Russell 2000 companies recommended by the

Committee’s independent compensation consultant which approximate the Company’s revenue size (but none of which specifically reflects our combination of business segments).

Actual annual and longer-term incentive pay is then determined by comparing selected metrics of Company financial and operational performance to the entire Russell 2000 index of companies. The Committee uses the Russell 2000 because it believes this is the most likely group that both current and potential shareholders would use to evaluate the Company in making their investment decisions, and the disparity of our two business segments (Aerospace and Distribution) precludes us from developing a relevant peer group of similarly situated companies. The Committee regularly reviews the continued appropriateness of using the Russell 2000 for comparison and has reconfirmed its use for 2015.

The financial performance metrics upon which annual and longer-term incentive opportunities have been based are those that management has used to evaluate business performance. For corporate participants (those who do not work primarily for one of our two business segments), annual incentive metrics for 2015 included return on invested capital as compared to the return on invested capital achieved by the companies comprising the Russel 2000 index, growth in earnings per share as compared to the growth in earnings per share achieved by the companies comprising the Russell 2000 index, and growth in earnings per share as compared to corresponding amounts established with reference to the Company’s annual profit plan. For business segment participants, annual incentive metrics for 2015 included the accomplishment of predetermined financial goals and other operational performance factors relating to the relevant business segment, as well as the Company as a whole. Longer-term incentive metrics payable in respect of 2015 were the same for corporate and business segment executives and consisted of the Company’s average return on investment, compounded growth in earnings per share and total return to shareholders, generally over a three-year period. All such metrics were approved by the Committee. The weightings of these metrics in the overall determination of award payments for the annual cash incentive and longer-term incentive are discussed in more detail below.

The pay elements of our corporate executive compensation program are designed to work together in a way that results in above average compensation when the Company achieves above average financial performance compared to the Russell 2000 index of companies.

How the Program Works in Practice

The Committee determines base salary ranges and annual cash incentive and long-term incentive targets for our Named Executive Officers using a biennial market report prepared by the Committee’s independent compensation consultant. The independent compensation consultant has advised the Committee that our business segment diversity makes identification of a single peer group to benchmark compensation unworkable, so the independent compensation consultant’s market report estimates the 50th percentile for base salary, target annual cash incentive award and the annualized cash value of long-term incentive compensation for each position using information obtained from a variety of sources, including nationally recognized compensation surveys and a number of comparison peer groups, to the extent that such comparison information is available for each position. The independent compensation consultant then compares the final average competitive market rate for each position to the midpoint of the corresponding salary grade within Kaman's own compensation structure and reports this information to the Committee.

For 2015, the independent compensation consultant determined the final average competitive market rate for each position by averaging the national survey data reported by AonHewitt and Equilar, two large independent compensation consulting firms, and the compensation data, if any, reported for each position by companies comprising the peer group compiled by ISS, the peer group compiled by Equilar and the Company's own peer group, which consisted of twenty-two Russell 2000 companies having annual revenues similar to ours. Exhibit I to this proxy statement identifies the national surveys (which were not prepared at the Company’s request) in more detail, along with the number, type and size of the organizations covered by the surveys. The companies comprising each of the peer groups referenced in the 2015 market report are also identified in Exhibit I to this proxy statement.

The Committee’s policy is that the midpoint of the salary grade for base salary, annual cash incentive targets and the annualized target value of long-term incentives for each position should each, over time, approximate the market median, as represented by the final average competitive market rate of compensation compiled by the independent compensation consultant. As of the 2015 market report prepared by the independent compensation consultant, the midpoint of the Kaman salary grade for base salary, annual cash incentive targets (as a percentage of base salary), and total compensation (salary, bonus and long-term compensation) for each of our Named Executive Officers as compared to the market median were as follows:

SUMMARY OF 2015 MARKET REPORT
PREPARED BY THE INDEPENDENT COMPENSATION CONSULTANT

	Base Salary			Target Annual Cash Incentive Award (as a Percentage of Base Salary)			Total Compensation (Salary, Bonus & Long-Term Compensation)		
	Kaman(1)	Market Median(1)	Variance	Kaman(1)	Market Median(1)	Variance	Kaman(1)	Market Median(1)	Variance
Neal J. Keating	$892,530	$838,861	6%	105%	102%	3%	$4,184,144	$3,696,754	13%
Robert D. Starr	$450,080	$437,280	3%	65%	68%	(3)%	$1,417,752	$1,356,207	5%
Gregory L. Steiner	$450,080	$423,591	6%	65%	71%	(6)%	$1,417,752	$1,263,192	12%
Steven J. Smidler	$450,080	$438,415	3%	65%	69%	(4)%	$1,417,752	$1,292,636	10%
Ronald M. Galla	$309,150	$316,835	(2)%	55%	49%	6%	$757,418	$830,627	(9)%
Shawn G. Lisle	$337,560	$378,149	(11)%	55%	60%	(5)%	$877,656	$1,026,840	(15)%

(1) All information presented was derived from the independent compensation consultant's most recent biennial compensation report, which was presented to the Committee in June of 2015. The Kaman compensation information set forth in the table reflects the midpoint of the Kaman salary grade for each position and the corresponding value of annual and long-term incentive compensation awards at target. Mr. Keating's total compensation figure reflects a long-term incentive opportunity equal to 275% of base salary. The table does not purport to show the actual compensation earned by, or paid to, the executives named in the table.

Our compensation policy also results in a significant percentage of total compensation (excluding benefits) being based on performance. Set forth below is the allocation of total direct compensation (excluding benefits) for target performance for each of our Named Executive Officers for 2015.

FIXED VS. PERFORMANCE BASED COMPENSATION PERCENTAGES

	Fixed	Performance-Based(1)		
Name	Salary (% of Total)	Annual Cash Incentive (% of Total)	Long-Term Incentive(2) (% of Total)	Total Performance Related (% of Total)
Neal J. Keating	20%	21%	59%	80%
Robert D. Starr	32%	20%	48%	68%
Gregory L. Steiner	31%	20%	49%	69%
Steven J. Smidler	32%	20%	48%	68%
Ronald M. Galla	41%	22%	37%	59%
Shawn G. Lisle	38%	22%	40%	62%

(1) Percentages are based on target performance for the annual cash incentive and the long-term incentive elements of compensation.
(2) Long-term incentive compensation consists of LTIP awards granted under the 2013 Management Incentive Plan.

2015 Compensation for our NEOs

The total compensation program for our Named Executive Officers during 2015 was comprised of the following elements:

- Base Salaries;

- Annual Cash Incentive Awards;
- Long-Term Incentive Awards; and
- Retirement and Other Benefits.

While base salaries, long-term incentives, and retirement and other benefits generally are determined in similar ways for each of our Named Executive Officers, different annual cash incentive awards apply to those Named Executive Officers employed at our Corporate Headquarters (Messrs. Keating, Starr, Galla and Lisle), our Aerospace Segment (Mr. Steiner) and our Distribution Segment (Mr. Smidler).

Base Salaries

Base salaries are established with reference to the biennial market report prepared by the independent compensation consultant, generally targeting base salaries at the market median with appropriate modifications to reflect the individual’s professional experience and knowledge of his area of management responsibility. The Committee's determination regarding the CEO is subject

to the Board's ratification and approval. Adjustments to base salary are determined as follows: An overall salary increase budget guideline is developed, based on market data and the use of nationally recognized surveys of anticipated salary increases published by Meridian, AonHewitt, Willis Towers Watson and World at Work. Within the overall budget guideline, a narrow range of salary adjustment percentages is then established for each salary grade, with slightly higher percentages for individuals who are below the grade midpoint and slightly lower percentages for individuals who are above the grade midpoint. Salary adjustments, if any, are then determined within this narrow range based upon an annual performance rating given to the Named Executive Officer by Mr. Keating and recommended to the Committee. The performance rating determination is primarily based upon the officer's level of substantive performance in executing the responsibilities listed in his or her position description.
The Committee's recommendation to the Board regarding the CEO's base salary adjustment is made after consultation with the Corporate Governance Committee to obtain that Committee's assessment of the CEO's performance for the year. The Corporate Governance Committee solicits input from all independent directors in connection with its annual CEO performance assessment.
Amounts paid to the Named Executive Officers in respect of their 2015 base salaries are shown in the Summary Compensation Table that follows this Compensation Discussion and Analysis. As was done during 2013 and 2014, the Committee, at the request of the CEO, elected to defer the 2015 salary increases for our Named Executive Officers from January 1 to July 1 due to uncertain business conditions. The 2015 base salary increases for our Named Executive Officers were relatively modest, ranging from 1.2% to 3.8%, reflecting the fact that the base salaries of most of our NEOs are at or above the market median as reported by the 2015 market report prepared by the independent compensation consultant. Mr. Starr received a slightly higher increase of approximately 8.5% in connection with his promotion from Senior Vice President to Executive Vice President, effective as of July 1, 2015.
Annual Cash Incentive Awards
Our annual cash incentive award plans are designed to reward employees for financial and operational performance that drives shareholder value and to focus our organization on meeting or exceeding designated performance goals. The plans provide employees, including our Named Executive Officers, with the opportunity to earn cash awards based on the degree to which the Company achieves pre-determined performance measures for the year. Amounts paid to our Named Executive Officers under our annual cash incentive plans are intended to qualify as "performance-based compensation" under Section 162(m) of the Code. The Committee retains the ability to utilize negative discretion to eliminate or decrease the amount payable to a participant with respect to any award.
The elements used to determine awards include:

- an award opportunity (expressed as a percentage of base salary);
- performance measures (such as growth in earnings per share);
- a weighting for each performance measure toward the executive's total award; and
- a performance goal for each performance measure (such as a particular earnings per share target).

The Committee establishes the target annual cash incentive award opportunity for each Named Executive Officer after using the independent compensation consultant's biennial market report and advice. Positioning award targets at the market median reinforces the Committee's strategy that annual cash incentive payments should exceed target levels only when the Company's actual financial performance exceeds the Company's targeted objectives.
The 2015 target performance award opportunity for each Named Executive Officer was as follows:

Named Executive Officer	2015 Target Award Opportunity Expressed as % of Actual Base Salary
Neal J. Keating	105%
Robert D. Starr	62.5%
Gregory L. Steiner	65%
Steven J. Smidler	65%
Ronald M. Galla	55%
Shawn G. Lisle	55%

For 2015, the Committee adopted different performance measures, performance measure weightings and performance goals for corporate participants (i.e., those officers who did not work primarily for one of our two business segments) and business segment participants (i.e., those officers who did work primarily for one of our two business segments). Messrs. Keating, Starr, Galla and Lisle were corporate participants and Messrs. Steiner and Smidler were business segment participants. The performance measures, performance measure weightings and performance goals for each are discussed in more detail below, together with the level of achievement or satisfaction of each performance goal and the resulting annual incentive award payout for each of our Named Executive Officers.

For purposes of determining the level of achievement or satisfaction of the performance measures for the Company and each of its business segments, the Committee approved certain specified modifications to the calculation of each performance measure that were applicable to all participants. Such modifications included, among others, the exclusion or inclusion of the following: changes to generally accepted accounting principles; unusual or non-recurring gain or loss, restructuring or other nonrecurring charges; the cumulative effects of accounting and tax law changes; the dilutive effect on earnings per share that results from any outstanding convertible debt securities and any related bond hedge and warrant transactions; any change in outstanding shares of Company stock by reason of any stock dividend or split, stock repurchase, reorganization, recapitalization, merger, consolidation, spin-off, combination, or exchange of shares or other similar corporate change; investments, charges or costs associated with acquisitions, divestitures or restructurings of the Company or any joint ventures, including but not limited to Kineco Kaman Composites - India Pvt. Ltd.; capital expenditures, depreciation expense and project expenses related to developing and implementing ERP systems; and charges or costs associated with legacy environmental activities. The Committee, however, retained the ability to eliminate or reduce the amount of any award that would otherwise be payable as a result of the foregoing adjustments or to further adjust any award due to special circumstances as permitted under the 2013 Management Incentive Plan, under which the annual incentive awards were granted.

Corporate Named Executive Officers. The 2015 annual cash incentive awards for Messrs. Keating, Starr, Galla and Lisle were determined by comparing the Company's degree of achievement with respect to the following performance factors, as compared against the benchmark indicated:

Performance Measure	Benchmark	Weighting
Actual return on investment	Russell 2000 index for 2010 - 2014	33%
Growth in earnings per share (fully diluted)	Russell 2000 index for 2010 - 2014	33%
Actual earnings per share (fully diluted)	2015 business plan performance goal	34%

We use a five-year period for the Russell 2000 index benchmarks primarily because many of the Company's military and commercial aerospace programs are longer-term in nature, the time period between sales efforts and actual revenues can be very long, and revenues are often not evenly spread from year to year. Further, because the Russell 2000 index includes companies in a variety of industries that may experience different business cycles, the Committee determined that averaging the performance of these companies over a longer period of time provides a better comparison than just one year. We cannot include the last completed fiscal year in the analysis because sufficient data for the companies comprising the Russell 2000 index generally is not available until the May time-frame of the following year and the Committee determines annual incentive compensation award payouts during the month of February. We use these performance measures because they are among the metrics used by management and the Board to evaluate the Company's performance.

Company performance in the bottom quartile of the Russell 2000 earns no cash incentive award payment for the performance goal; performance at the median results in a cash incentive award at 100% of target for the performance goal; and performance in the top quartile, or above, results in a maximum cash incentive award payment at 200% of the target for the performance goal. Interpolation is used to determine payments for financial performance between the 25th percentile up to the median, and above the median up to the 75th percentile. This performance measurement methodology remains constant through the years although the performance of the Russell 2000 changes annually, thus increasing or decreasing the targets annually.

The Company's annual business plan is developed jointly by business segment and corporate senior management, incorporating revenue, earnings and cash flow generation goals that take into account global economic circumstances, market conditions, and existing or targeted business opportunities. The business plan is reviewed and approved by both the Finance Committee and the full Board of Directors. If the Company's modified earnings per share meets at least 70% of the business plan projection, a threshold award for this factor is earned. To the extent that actual earnings per share exceed the business plan projection, a greater award is earned, up to a maximum of 200% of target.

The following table shows the relationship between the Company's 2015 modified financial performance and each performance factor described above, the degree to which each performance factor was attained, and the resulting corporate performance factor. As set forth below, the Company's 2015 modified return on investment and growth in adjusted earnings per share results compared favorably to the Russell 2000, and the Company's modified earnings per share was 102.3% of the business plan projection, resulting in an overall corporate performance factor of 139.2%. After considering all factors deemed relevant, the Committee, upon the recommendation of the Chief Executive Officer, elected to exercise negative discretion with respect to the annual incentive awards payable to all Corporate Named Executive Officers to eliminate the adjustments relating to the restructuring costs incurred in the Distribution segment, ERP depreciation expense and costs and capital investments relating to both segments, and a settlement loss associated with a customer contact dispute. In so doing, the Committee reduced the Corporate performance factor from 139.2% to 97.3%. The Committee determined that such a reduction was appropriate to reflect the Company's performance. For more information about the restructuring costs, see Note 1 in our Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

2015 ANNUAL INCENTIVE AWARD CALCULATIONS FOR CORPORATE NEOs

	2015 Modified Results(3)	Financial Targets	Percentage of Factor Earned	Weighting Factor	% Of Target Award(4)
Return on Investment(1)	9.2%	3.9%	200%	33%	66.0%
Growth in EPS(2)	11.8%	10.2%	113%	33%	37.3%
EPS vs. Plan	$2.65	$2.59	102.3%	34%	35.9%
Resulting Corporate Performance Award Factor					139.2%
Negative Discretion Applied by Committee					(41.9)%
Final Corp. Performance Award Factor Approved by Committee					97.3%

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(1) The return on investment for the 25th percentile was (2.3)% and the average return on investment for the 75th percentile was 8.5%.

(2) The average annual compound EPS growth rate for the 25th percentile was (1.6)% and the average annual compound growth rate for the 75th percentile was 22.5%.

(3) In accordance with the original authorization of the 2015 annual incentive awards, the modified results shown in the table reflect the following adjustments to our reported financial results: Net earnings and diluted EPS were favorably adjusted by $12.2 million and $0.48, respectively, resulting from adjustments for the dilutive effect from the convertible debt, ERP depreciation and project expense, acquisition costs, costs associated with restructuring of the workforce of the Distribution segment, the performance and investments from the 2015 acquisitions, and a settlement loss associated with a customer contract dispute. Total capitalization was favorably impacted by $6.4 million and $202.7 million related to the ERP capital investments and acquisitions, respectively, made during 2015.

(4) Except for last three rows, this column represents the product of the Percentage of Factor Earned figures multiplied by the Weighting Factor.

The following table shows the calculation of the 2015 annual cash incentive awards earned by our Corporate Named Executive Officers, together with the resulting percentages of base salary such awards represent:

Named Executive Officer	2015 Base Salary	Target Award %	Annual Incentive Award Perf. Factor	2015 Annual Cash Incentive Award	Incentive Award Expressed as a Percentage of Base Salary
Neal J. Keating	$960,000	105%	97.3%	$980,784	102.2%
Robert D. Starr	$440,000	62.5%	97.3%	$267,575	60.8%
Ronald M. Galla	$377,750	55%	97.3%	$202,153	53.5%
Shawn G. Lisle	$350,000	55%	97.3%	$187,303	53.5%

Aerospace Segment Named Executive Officer. The 2015 annual cash incentive award for Mr. Steiner, President of our Aerospace segment, was calculated based 25% on corporate performance and 75% on predetermined financial goals for the Aerospace segment that were recommended by our CEO and approved by the Committee. The financial performance goals and their weightings for the Aerospace segment were as follows:

Financial Performance Goal	Weighting
Actual average return on investment vs. target	20%
Growth in segment operating profit from prior year	40%
Growth in segment sales from prior year	30%
Segment free cash flow vs. Plan	10%

Target return on investment performance is the average return on investment for the three previous calendar years (i.e., the average of 2012, 2013, and 2014 for the 2015 performance year). Growth in segment sales and growth in operating profit both are measured against the prior year. Segment free cash flow represents the net cash provided by (used in) operating activities less expenditures for property, plant & equipment.

"Points" are earned based on the extent to which each performance goal is achieved, with a minimum level of achievement being required to earn any points. The points are then converted into an aggregate payout percentage, which is used to determine the amount of the actual cash incentive award payout. A minimum of 50 points must be accumulated in order to earn any cash incentive award payout and, the more points that are earned, the greater the cash incentive award payout, subject to a maximum cap of 200 points.

Set forth below is a conversion chart illustrating how the total number of points is converted into a percentage of the target award:

ANNUAL INCENTIVE AWARD "POINTS" CONVERSION CHART

Total Points Earned	Percent of Target Award Earned
Below 50	0%
50	20%
60	30%
70	45%
80	60%
90	80%
100	100%
116	120%
132	140%
148	160%
164	180%
180 & Above	200%

Interpolation is used to determine payments if the number of points falls between two stated levels of total points set forth in the table.

The following table illustrates the calculation of the Aerospace segment portion of Mr. Steiner's 2015 annual cash incentive award payout. As shown in the table, Mr. Steiner earned 108.3 points based on modified 2015 business segment results as measured against the specified financial goals. Using the performance factor weightings and point conversion methodology described above, this resulted in a corresponding segment performance award factor of 110.4%. As discussed above, the Committee retained the ability to exercise negative discretion to eliminate or reduce the amount of any award that would otherwise be payable as a result of the modifications to Company and business segment performance approved by the Committee or to further adjust any award due to special circumstances as permitted under the 2013 Management Incentive Plan, the plan under which the annual incentive awards were granted. After considering all factors deemed relevant, the Committee, upon the recommendation of the Chief Executive Officer, elected to exercise negative discretion with respect to the annual incentive award payable to Mr. Steiner and, in so doing, reduced Mr. Steiner's performance award factor from 110.4% to 97.3%. However, since 25% of Mr. Steiner's annual cash incentive award was based on corporate performance, Mr. Steiner's overall annual cash incentive award payout also reflected the negative discretion that was applied to the determination of corporate performance.

2015 ANNUAL INCENTIVE AWARD CALCULATIONS FOR AEROSPACE NEO

	Target	Actual	Factor	Calculation of Points Earned Threshold		Target		Maximum		Points Earned
Actual vs Target ROI (3-Year Average)(1)	21.1%	23.2%	110.0%	75.0%	= 0	110.0%	= 20	125.0%	= 40	20.0
Growth in Operating Income(2)	3.0%	6.1%	6.1%	1.0%	= 0	3.0%	= 40	6.0%	= 80	80.0
Growth in Segment Sales(3)	3.0%	(5.1)%	(5.1)%	1.0%	= 0	3.0%	= 30	5.0%	= 60	0.0
Free Cash Flow vs. Plan(4)	$90.1	$74.9	83.1%	50.0%	= 0	90.0%	= 10	110.0%	= 20	8.3
Points Earned										108.3
Resulting Performance Award Factor(5)										110.4 %
Negative Discretion Applied by Committee										(13.1)%
Final Aerospace Perf. Award Factor Approved by Committee										97.3 %

(1) 2015 actual average ROI was calculated based on operating income and average investment, modified to exclude acquisitions and certain ERP-related long-term investments made in 2015. Actual unadjusted ROI for 2015 was 22.1%.

(2) Segment operating income increased from $108.7 million in 2014 to an adjusted $115.3 million in 2015, an increase of 6.1%. Segment operating income was adjusted by $5.0 million relating to ERP depreciation, acquisition performance, foreign exchange differences against the plan and a settlement loss associated with a customer contract dispute. Actual unadjusted operating income was $110.3 million.

(3) Segment sales decreased from $633.0 million in 2014 to an adjusted $600.8 million in 2015, a decrease of 5.1%. Segment sales were adjusted by $3.2 million relating to foreign exchange differences against plan.

(4) Segment adjusted free cash flow is expressed in millions and represents the net cash provided by (used in) operating activities less expenditures for property, plant & equipment. Free cash flow was adjusted by $3.6 million relating to costs and foreign exchange losses in connection with the two acquisitions. Actual free cash flow was $71.2 million.

(5) Determined utilizing Annual Incentive Award "Points" Conversion Chart.

Since 75% of Mr. Steiner's annual cash incentive award was based on Segment performance and 25% was based on corporate performance, Mr. Steiner's aggregate annual cash incentive award factor was 97.3% (.75 x 97.3% + .25 x 97.3%). The following table shows the calculation of the 2015 annual cash incentive award earned by Mr. Steiner, together with the resulting percentage of base salary such award represents:

Named Executive Officer	2015 Base Salary	Target Award %	Annual Incentive Award Perf. Factor	2015 Cash Incentive Award	Incentive Award Expressed as a Percentage of Base Salary
Gregory L. Steiner	$455,000	65%	97.3%	$287,765	63.2%

Distribution Segment Named Executive Officer. The 2015 annual cash incentive award for Mr. Smidler, President of our Distribution segment, was calculated based 25% on corporate performance and 75% on predetermined financial goals for the Distribution segment that were recommended by our CEO and approved by the Committee. The financial performance goals and their weightings for the Distribution segment were as follows:

Financial Performance Goal	Weighting
Actual average return on investment vs. target	30%
Growth in segment operating profit from prior year	40%

Growth in segment sales from prior year	20%
Segment free cash flow vs. Plan	10%

Target return on investment performance is the average return on investment for the three previous calendar years (i.e., the average of 2012, 2013, and 2014 for the 2015 performance year). Growth in segment sales and growth in operating profit both are measured against the prior year. Segment free cash flow represents the net cash provided by (used in) operating activities less expenditures for property, plant & equipment.

"Points" are earned based on the extent to which each performance goal is achieved, with a minimum level of achievement being required to earn any points. The points are then converted into an aggregate payout percentage using the points conversion chart set forth above, which is used to determine the amount of the actual cash incentive award payout. A minimum of 50 points must be accumulated in order to earn any cash incentive award payout and, the more points that are earned, the greater the cash incentive award payout, subject to a maximum cap of 200 points. The following table illustrates the calculation of the Distribution segment portion of Mr. Smidler's 2015 annual cash incentive award payout. As shown in the table, Mr. Smidler earned 23.3 points based on actual 2015 business segment results as measured against the specified financial goals. Given the performance factor weightings and point conversion methodology described above, the 2015 financial performance by the Distribution segment resulted in a corresponding performance award factor of 0% out of a maximum of 200%.

2015 ANNUAL INCENTIVE AWARD CALCULATIONS FOR DISTRIBUTION NEO

	Target	Actual	Factor	Calculation of Points Earned						Points Earned	
				Threshold		Target		Maximum			
Actual vs Target ROI (3-Year Average)(1)	15.1%	12.7%	84.1%	50.0%	= 0	100.0%	= 30	140.0%	= 60	20.5	
Growth in Operating Income(2)	15.0%	(3.9)%	(3.9)%	8.0%	= 0	15.0%	= 40	30.0%	= 80	0.0	
Growth in Segment Sales(3)	8.0%	(0.3)%	(0.3)%	4.0%	= 0	8.0%	= 20	15.0%	= 40	0.0	
Free Cash Flow vs. Plan(4)	$20.0	$12.8	64.0%	50.0%	= 0	100.0%	= 10	125.0%	= 20	2.8	
Points Earned										23.3	
Resulting Performance Award Factor(5)										0.0	%
Negative Discretion Applied by Committee										—	
Final Distribution Perf. Award Factor Approved by Committee										0.0	%

(1) 2015 actual average ROI was calculated based on operating income and average investment, modified to exclude certain long-term investments made in 2015. Actual unadjusted ROI for 2015 was 11.1%.

(2) Segment operating income decreased from $56.8 million in 2014 to an adjusted $54.6 million in 2015, a decrease of 3.9%. Segment operating income was adjusted by $5.1 million primarily relating to ERP depreciation and related project expense, restructuring costs and acquisition performance. Actual operating income was $49.4 million.

(3) Segment sales decreased from $1.162 billion in 2014 to an adjusted $1.159 billion in 2015, a decrease of 0.3%. Segment sales were adjusted down by $18.8 million relating to acquisition performance. Actual sales were $1.178 billion

(4) Segment adjusted free cash flow is expressed in millions and represents the net cash provided by (used in) operating activities less expenditures for property, plant & equipment.

(5) Determined utilizing Annual Incentive Award "Points" Conversion Chart.

Since 75% of Mr. Smidler's annual cash incentive award was based on Segment performance and 25% was based on corporate performance, Mr. Smidler's aggregate annual cash incentive award factor was 24.3% (.75 x 0% + .25 x 97.3%). The following table shows the calculation of the 2015 annual cash incentive award earned by Mr. Smidler, together with the resulting percentage of base salary such award represents:

Named Executive Officer	2015 Base Salary	Target Award %	Annual Incentive Award Perf. Factor	2015 Cash Incentive Award	Incentive Award Expressed as a Percentage of Base Salary

Steven J. Smidler	$364,000	65%	24.3%	$57,494	15.8%

Long-Term Incentive Awards

The Committee uses cash- and equity-based awards under the long-term incentive features of the Company's stock incentive plans ("LTIP awards") in order to focus executive officers on long-term performance. LTIP awards generally are based on the Company's actual performance during a three-year performance period, as compared to performance measures established at the beginning of the performance period. The award payout for a completed performance period is determined by comparing the

Company’s actual financial performance for the three-year period with the performance of the Russell 2000 Index for the same period. Award payouts for completed performance periods generally are made in cash unless a participant has not yet achieved his or her required stock ownership level under the Company’s stock ownership guidelines, in which case, the Committee may elect to pay up to one-third of the amount earned in shares of Company stock. In the discretion of the Committee, up to the entire amount of the amount earned may be paid in shares of Company stock to the extent requested by a participant. Assuming a participant has achieved his or her required stock ownership level under the Company's stock ownership guidelines, LTIP award payouts generally are made in cash in order to provide additional liquidity to participants without the need to sell Company securities. These awards are intended to qualify as performance-based compensation under Section 162(m) of the Internal Revenue Code. The Committee retains the ability to utilize negative discretion to eliminate or decrease the amount payable to a participant with respect to any award.

Prior to 2011, the Company's practice had been to grant new executive officers their first three-year LTIP award on the annual grant date that followed their appointment. This practice was followed with respect to Messrs. Keating and Steiner, and resulted in there being no LTIP award payout until at least three years after first becoming an executive officer. In the interim, new executives received stock options and restricted stock grants instead of LTIP awards. In February 2011, the Committee determined that, in order to better align a new executive officer's incentive compensation with the Company's performance against the Russell 2000 companies and in lieu of the stock options and restricted stock awards that were previously granted to new executive officers, the initial grants would include LTIP awards with one- and two-year performance cycles, as well as the traditional three-year performance cycle. These LTIP awards would correspondingly use one, two and three-year Russell 2000 index performance periods to determine the LTIP payouts, and would be of similar value to the stock options and restricted stock awards that were previously granted to new executive officers.

2015 LTIP Awards. In 2015, the Committee granted cash-based LTIP awards for the 2015-2017 performance period to Messrs. Keating, Starr, Steiner, Smidler, Galla and Lisle. The Committee granted an additional stock-based LTIP award covering the same performance period to Mr. Steiner, which is intended to create an additional financial incentive for him to remain in the employ of the Company until he reaches age 62. Mr. Steiner currently is 58 years of age. Even if the performance targets are achieved, the award vests in full only if Mr. Steiner remains employed by the Company until he reaches age 62, as described in more detail below. The target award opportunities for the named executive officers for the 2015-2017 LTIP performance period are as follows:

TARGET LTIP AWARDS FOR THE 2015-2017 PERFORMANCE CYCYLE

		Annual LTIP Awards		Special Retention LTIP Award	
Named Executive Officer	2015 Base Salary(1)	Cash Award Opportunity as a % of Base Salary	Award Value at Target(2)	Stock Award Opportunity as a % of Base Salary	Award Value at Target(2)
Neal J. Keating	$931,500	300%	$2,794,500	N/A	N/A
Robert D. Starr	$386,000	140%	$540,400	N/A	N/A
Gregory L. Steiner	$437,000	150%	$655,500	10%	$43,700
Steven J. Smidler	$364,000	150%	$546,000	N/A	N/A
Ronald M. Galla	$367,500	90%	$330,750	N/A	N/A
Shawn G. Lisle	$338,000	105%	$354,900	N/A	N/A

(1) Reflects base salary as of the date of grant.
(2) Reflects estimated value of LTIP awards at 100% of target.

The Committee used the following performance measures and weightings for the LTIP awards set forth above, as compared against the benchmarks indicated, based on its determination of their importance as indicators of the Company's long-term success:

Performance Factor	Benchmark	Weighting
Three-year average return on investment	Three-year average return on investment for the Russell 2000 index companies	33%
Average annual compound growth in earnings per share	Three-year average annual compound growth in earnings per share for the Russell 2000 index companies	33%
Three-year average total return to shareholders	Three-year average total return to shareholders for the Russell 2000 index companies	34%

Prior to 2014, the weightings were 40% for both three-year average return on investment and average compounded growth in earnings per share and 20% for three-year average total return to shareholders. In 2014, the Committee amended the weightings to those set forth above, in order to increase the emphasis on total return to shareholders.

We use the Russell 2000 Index companies for our long-term financial performance benchmarks for the same reason that we use them for our annual cash incentive awards – the Committee believes that these are the kinds of companies against which an investor would likely compare the Company's performance when considering investment alternatives.

Company performance in the bottom quartile of the Russell 2000 earns no long-term incentive award payout for any particular performance goal; performance at the median results in a long-term incentive payout at 100% of target for any particular performance goal; and performance in the top quartile, or above, results in a maximum long-term incentive award payout at 200% of target for any particular performance goal. Interpolation is used to determine payments for financial performance between the 25th percentile up to the median, and above the median up to the 75th percentile. This performance measurement methodology remains constant through the years although the performance of the Russell 2000 changes annually, thus increasing or decreasing the targets annually.

For purposes of determining the achievement or satisfaction of the performance measures discussed above, the Committee approved the same modifications to the calculation of Company performance that were approved in connection with the grant of the 2015 annual incentive awards. See "Annual Cash Incentive Awards" above. Like the annual incentive awards, the Committee retained the ability to eliminate or reduce the amount of any award that would otherwise be payable as a result of these adjustments or to further adjust any award due to special circumstances as permitted under the 2013 Management Incentive Plan, the plan under which the LTIP awards were granted.

Estimated 2015 LTIP Payouts. The Committee previously granted three-year LTIP awards to Messrs. Keating, Steiner, Smidler, Galla and Lisle covering the 2013-2015 performance cycle and a separate two-year LTIP award to Mr. Starr covering the 2014-2015 performance cycle, all of which are scheduled to be settled in 2016 after a sufficient number of Russell 2000 companies report their earnings for the year ended December 31, 2015. This will not occur until after the date of this proxy statement, so the exact amount of the payouts that will be made in respect of these awards is not currently calculable and is not shown in the Summary Compensation Table. As noted in footnote 3 to the Summary Compensation Table, the Company will prepare and file a Current Report on Form 8-K disclosing the actual payouts in respect of these awards promptly after they are determined and approved by the Committee.

As of January 27, 2016, approximately 16% of the Russell 2000 Index companies had reported earnings for the year ended December 31, 2015, based upon which the following estimated 2015 LTIP payout information has been compiled by management in order to provide shareholders with a sense of the likely payouts. SHAREHOLDERS ARE CAUTIONED, HOWEVER, THAT THE INFORMATION THAT FOLLOWS IS PRELIMINARY IN NATURE, IS SUBJECT TO CHANGE BASED ON THE ACTUAL REPORTED RESULTS OF THE RUSSELL 2000 INDEX COMPANIES, AND HAS NOT BEEN APPROVED BY THE COMMITTEE, WHICH RETAINS THE ABILITY TO UTILIZE NEGATIVE DISCRETION TO DECREASE OR ELIMINATE THE AMOUNT PAYABLE IN RESPECT OF ANY AWARD.

The target award opportunities for our Named Executive Officers for the 2013-2015 LTIP performance cycle are as follows:

TARGET AWARDS FOR 2013-2015 LTIP PERFORMANCE CYCLE

Named Executive Officer	2013 Base Salary	Target Award Opportunity as a % of Base Salary	Target Award(1)
Neal J. Keating	$850,000	275%	$2,337,500
Robert D. Starr (2)	N/A	N/A	N/A
Gregory L. Steiner	$410,000	150%	$615,000
Steven J. Smidler	$345,000	150%	$517,500
Ronald M. Galla	$348,598	90%	$313,738
Shawn G. Lisle	$285,000	90%	$256,500

(1) Reflects estimated value of LTIP awards at 100% of target.

(2) Mr. Starr did not receive an LTIP award for the 2013-2015 performance cycle. He began receiving LTIP awards in 2014, when he received a one-year LTIP award for the 2014 performance cycle, a two-year LTIP award for the 2014-2015 performance cycle and a three-year LTIP award for the 2014-2016 performance cycle. Mr. Starr's two-year LTIP award for the 2014-2015 performance cycle is scheduled to be settled in 2016 together with the other LTIP awards with performance cycles ending December 31, 2015. Mr. Starr's 2014 base salary as of the date of grant of this award was $375,000, the target award opportunity as a percentage of such base salary was 140% for the 2014 performance cycle, and the value of the award at target was $525,000.

The performance measures and weightings for the LTIP awards covering the 2013-2015 performance cycle and the applicable benchmarks against which Company performance is measured are as follows:

Performance Factor	Benchmark	Weighting
Three-year average return on investment	Three-year average return on investment for the Russell 2000 index companies	40%
Average annual compound growth in earnings per share	Three-year average annual compound growth in earnings per share for the Russell 2000 index companies	40%
Three-year average total return to shareholders	Three-year average total return to shareholders for the Russell 2000 index companies	20%

The financial measures and target performance factors used in the estimated calculation for the 2013-2015 performance cycle are described in more detail below:

Three-year average return on investment. Our modified three-year average return on total investment was 7.7%, which represents the average for the three-year performance period commencing January 1, 2013, and ending December 31, 2015. The Company defines total investment (capitalization) as total shareholders' equity plus total long-term debt (including current portion). Return on investment is net earnings divided by total investment as follows:

	(In Millions) 2013	2014	2015
Net Earnings	$57.8	$60.4	$65.0
Total Equity	$512.0	$520.2	$547.7
Total Debt	$275.2	$273.5	$239.6
Total Capitalization	$787.2	$793.7	$787.3
Return on investment	7.3%	7.6%	8.3%

Average Annual Compounded Growth in Earnings per Share. Our modified average annual compounded growth in diluted earnings per share represents the average diluted earnings per share growth rate over the three-year performance period, which is calculated as follows:

	2010	2011	2012	3 Year Average	2013	2014	2015	3 Year Average
Modified, Diluted EPS	$1.36	$1.88	$2.03	$1.76	$2.13	$2.17	$2.34	$2.21

Average Compounded Annual Growth = ($2.21 ÷ $1.76)$^{1/3}$ - 1 = 7.9%.

Three-Year Average Total Return to Shareholders. Return to shareholders combines share price appreciation and dividends reinvested. The total return to shareholders is based on a computation that is obtained from Standard & Poor's Compustat, an independent research service. The Company's average total return to shareholders for the performance period from 2013-2015 was 16.7%.

Financial performance below the 1st quartile results in no award payment; performance at the median results in an award payment at 100% of target; and performance at the top of, or above, the 3rd quartile results in a maximum award payment at 200% of the target. Interpolation is used to determine payments for financial performance within these quartiles.

The financial measures and target performance factors used to calculate Mr. Starr's two-year 2014-2015 LTIP award are the same performance measures used for the three-year 2013-2015 awards discussed above, except that, in granting the two-year 2014-2015 LTIP award, the Committee utilized the performance factor weightings used for the 2015-2017 performance cycle. For this award, therefore, the modified average annual compounded growth in earnings per share was 6.6% based on modified average earnings per share of $2.34, with an average return on investment of 8.0% and a total shareholder return of 6.2%. The modified earnings per share and total capitalization calculations were adjusted in the same manner as the 2015 Annual Cash Incentive Awards for the Corporate Named Executive Officers, which are discussed above.

LTIP award payouts, if any, are generally made in June of the year following the end of the performance period. This payment date gives the Committee time to collect and analyze the complete performance results of the Russell 2000 companies for the performance period. As explained above, amounts earned for the performance period January 1, 2013 - December 31, 2015 are not yet determinable and are not reflected in the Summary Compensation Table. The Company will disclose actual payments for the performance period when they are made by filing a Current Report on Form 8-K.

The following chart compares the Company's three-year (2013 - 2015) performance against the Russell 2000 Index companies for the same three-year period based on data available as of January 27, 2016.

KAMAN (2013-2015) VS. 3-YEAR RUSSELL 2000 (2013-2015)

	EPS Growth (1)		ROI (2)		TSR (3)	
25th Percentile	(2.2	)%	(2.4	)%	(5.6	)%
50th Percentile	8.1	%	4.1	%	35.9	%
75th Percentile	22.3	%	8.8	%	89.2	%
Kaman	7.9	%	7.7	%	16.7	%
Russell Percentile	49.5	%	69.1	%	38.4	%

(1) Average annual compounded growth in earnings per share.
(2) Three-year average return on investment.
(3) Three-year average total return to shareholders.

Based on the data currently available and as illustrated above, our performance was at the 69th percentile for average return on investment and at the 50th percentile for compounded EPS growth. Total return to shareholders for this period was slightly above the 38th percentile.

As noted above, Mr. Starr first became eligible to receive LTIP awards during 2014, at which time the Committee granted him a one-year LTIP award for the 2014 performance cycle, a two-year LTIP award for the 2014-2015 performance cycle, and the regular three-year LTIP award for the 2014-2016 performance cycle granted to the other Named Executive Officers which is described in more detail above. Mr. Starr's two-year LTIP award for the 2014-2015 performance cycle is scheduled to be settled in 2016 together with the other LTIP awards with performance cycles ending December 31, 2015. The target award opportunity for Mr. Starr's two-year LTIP award for the 2014-2015 performance cycle is 140% of his base salary as of January 1, 2014, which was $375,000.

The performance measures for the two-year LTIP award described above are consistent with the performance measures for the three-year LTIP awards covering the 2013-2015 performance cycle and are based on average EPS growth, return on investment and total shareholder return. The payouts, if any, for these awards will be based on the Company’s actual financial performance for each performance period, as modified in substantially the same manner as the 2015 Annual Cash Incentive Awards discussed above.

The following chart compares the Company’s financial performance against the Russell 2000 companies for the two-year period ended December 31, 2015, based on data available as of January 27, 2016. Since only 16% of the Russell 2000 companies had reported through this date, these figures are subject to change prior to the final determination of Mr. Starr's 2014-2015 LTIP award payout, which is scheduled to occur in June 2016.

KAMAN (2014-2015) vs. 2-YEAR RUSSELL 2000 (2014-2015)

	EPS Growth		ROI		TSR	
25th Percentile	(1.6	)%	1.0	%	(30.6	)%
50th Percentile	9.5	%	5.3	%	(0.2	)%
75th Percentile	24.9	%	9.3	%	27.7	%
Kaman*	6.6	%	8.0	%	6.2	%
Russell Percentile	43.5	%	66.9	%	55.7	%

* Kaman 2014-2015 earnings per share growth and return on investment were calculated using the same adjustments approved for the calculation of the 2015 Annual Cash Incentive Awards for Corporate NEOs.

As discussed above, the Summary Compensation Table does not include any amounts that have been accrued as expenses in relation to any of the LTIP awards that are expected to be settled in respect of the three- and two-year performance periods ended December 31, 2015. We will report the actual amounts earned and paid to our Named Executive Officers in respect of these awards in a Current Report on Form 8-K, which will be filed with the SEC later this year after the Committee has received sufficient 2015 operating results for Russell 2000 companies and certified the extent to which the Company achieved the performance goals established for the awards.

Based on the preliminary data available as of January 27, 2016, discussed above, we have accrued the following amounts in respect of these awards: Mr. Keating - $2,877,463, Mr. Starr - $648,863, Mr. Steiner - $757,065, Mr. Smidler - $637,043, Mr. Galla - $386,212, and Mr. Lisle - $315,752. SINCE ONLY 16% OF THE RUSSELL 2000 INDEX COMPANIES HAD REPORTED THEIR RESULTS AS OF JANUARY 27, 2016, THE COMPANY'S RELATIVE PERFORMANCE AGAINST THE RUSSELL 2000 INDEX COMPANIES MAY BE BETTER OR WORSE THAN THE PRELIMINARY DATA DISCUSSED ABOVE. MOREOVER, THE AMOUNTS ACCRUED ASSUME THE EXERCISE OF NEGATIVE DISCRETION TO REDUCE THE CORPORATE PERFORMANCE FACTORS IN SUBSTANTIALLY THE SAME MANNER AND AMOUNT AS WAS APPLIED IN CONNECTION WITH THE FINAL DETERMINATION OF THE ANNUAL INCENTIVE AWARD PAYOUTS. THE COMMITTEE HAS NOT YET ACTED ON THESE MATTERS AND IT RETAINS THE SOLE POWER AND AUTHORITY TO DECIDE WHETHER, AND TO WHAT EXTENT, TO EXERCISE NEGATIVE DISCRETION. THEREFORE, THE ACTUAL PAYOUTS IN RESPECT OF THESE AWARDS AS FINALLY DETERMINED BY THE COMMITTEE MAY BE MORE OR LESS THAN THE AMOUNTS ACCRUED.

Retirement Benefits

The Company sponsors a tax-qualified defined contribution plan (the "401(k) plan"), in which our Named Executive Officers are eligible to participate. Participants generally may elect to contribute from 1% to 50% of their eligible compensation to the 401(k) plan in the form of pre-tax, after-tax or Roth contributions subject to certain limitations imposed by federal law. The Company generally makes employer-matching contributions on a participant's pre-tax and Roth contributions in the amount of $1.00 for each $1.00 that a participant contributes, up to 5% of compensation subject to applicable limits imposed by federal tax law. Participants in the 401(k) plan are always vested in their own contributions. Employer-matching contributions vest when a participant acquires three years of service with the

Company.
Our Named Executive Officers are also eligible to participate in our non-qualified Deferred Compensation Plan, which permits pre-tax deferrals of up to 50% of a participant's base salary and up to 100% of his or her annual cash incentive award. In addition, the Company makes supplemental deferred compensation contributions to eligible participants equal to 10% of the amount by

which a participant's compensation exceeds the maximum allowable compensation limit for purposes of a tax-qualified plan, which for 2015 was $265,000. The supplemental deferred compensation earned by our named executive officers in 2015 is included in the "All Other Compensation" section of the Summary Compensation Table. Participant accounts under the Deferred Compensation Plan are credited with interest at a rate equal to 120% of the applicable federal long-term rate in effect for the month of October prior to the beginning of the applicable plan year. A participant must be actively employed on the crediting date (i.e., January 1 following the applicable plan year) to receive matching and supplemental deferred compensation contributions. Deferrals and all Company contributions and earnings are 100% vested. For more information about the Deferred Compensation Plan, please refer to "Non-Qualified Deferred Compensation Plan" below.

Finally, some of our Named Executive Officers have accrued benefits under a tax-qualified defined benefit pension plan and a supplemental employees' retirement plan (SERP), both of which are now closed to new participants. The SERP generally provides benefits that the Company was unable to provide under the tax-qualified defined benefit pension plan due to federal tax law limits. See the discussion under the heading "Pension Benefits" for more information about the defined benefit pension plan and the SERP.

Other Benefits

The Company provides relatively few perquisites for our Named Executive Officers, consisting primarily of a vehicle allowance, an annual physical examination and executive life insurance. The Summary Compensation Table provides information regarding the incremental cost of perquisites for the Named Executive Officers for 2015.

Employment and Change in Control Arrangements

The Company currently has employment and change in control agreements with each of our Named Executive Officers, except for Mr. Lisle who only has a change in control agreement. The terms and conditions of the agreements are described in more detail below. Please see "Post-Termination Payments and Benefits."

The Committee approved the employment agreements in order to encourage the executives to remain with the Company, discourage competitors from attempting to hire those executives, and protect the Company in the event that an executive departs by strictly prohibiting the disclosure of confidential information, limiting the executive's ability to compete with the Company after employment termination, requiring the signing of a release agreement before the payment of severance benefits and imposing reasonable post-employment cooperation obligations. The Committee believes that the change in control agreements serve the interests of our Company and its shareholders by ensuring that, if a hostile or friendly change of control is ever under consideration, our executives will be able to advise our Board of Directors about the potential transaction in the best interests of shareholders, without being unduly influenced by personal considerations.

The employment agreements and change in control agreements with Mr. Keating and with Mr. Starr provide the Company with a right to "claw back" compensation paid or received, or to be paid or received, by these officers relating to Incentive Compensation (as defined in the agreements) paid or awarded to the executives where there is a Mandatory Restatement (as defined in the agreements) of the Company's financial statements that arises directly from the fraudulent or knowing, intentional misconduct of the officer. The Committee intends to establish a claw-back policy for all executive officers after the SEC issues final rules and the New York Stock Exchange issues listing conditions for the recovery of incentive compensation as required under the Dodd-Frank Act.

Stock Ownership Guidelines

Since 2006, the Board has maintained stock ownership guidelines for both non-employee directors and corporate management. The Board believes that directors and senior management should have a significant equity position in the Company and that these guidelines further the Board's interest in encouraging a longer-term focus in managing the Company.

Under the guidelines, non-employee directors are required to have an ownership multiple of three times their current annual cash retainer. For 2015, the stock ownership requirement was $210,000, based on an annual cash retainer of $70,000. Directors who do not meet the ownership guidelines must hold shares received pursuant to their annual equity grants (net of any shares used to satisfy income tax withholding requirements) for a period of three years or until the guidelines are met, whichever is earlier.

The stock ownership guidelines for senior management require all covered executives to retain shares having a value equal to one-half of the net after-tax value of any equity award granted under the Company's equity-based compensation plans, until they achieve and continue to maintain the following stock ownership levels:

Position with the Company	Salary Multiple
President and CEO	3X
Participants in the LTIP	2X
All Other Corporate Vice Presidents and Designated Senior Executives	1X

The Committee reviews the stock ownership levels of executives subject to these guidelines on a quarterly basis, and the Corporate Governance Committee reviews the stock ownership levels of all non-employee directors.

When considering whether the guidelines have been achieved at any particular point in time, the value of a share of Company stock is the highest of (i) the closing price of a share of Company stock on the NYSE on the most recent trading day preceding the date of determination; (ii) the highest closing price of a share of Company stock on the NYSE on the last trading day of each of the last five years; or (iii) $39.54, which was the closing price of a share of Company stock on the NYSE on February 13, 2015, the trading day immediately preceding the date on which the Board amended and restated the guidelines.

For purposes of determining compliance with the guidelines, shares owned directly by a covered person or by his or her spouse or minor children, shares held in trust for the benefit of the covered person or for the benefit of his or her spouse or minor children, and unvested time-based restricted share awards and restricted stock units are included in the calculation of shares owned, but unvested performance share awards and unexercised stock options are excluded.

Each person subject to the guidelines is expected to use good faith efforts to attain the applicable stock ownership amount within a reasonable period of time after becoming subject to the guidelines or becoming subject to a higher ownership multiple, and is expected to continuously own a sufficient number of shares to meet the applicable stock ownership amount once it has been attained. Until the applicable stock ownership amount has been achieved, and thereafter whenever the applicable stock ownership amount has not been met, each person subject to the guidelines is expected to retain at least 50% of the shares of Company stock acquired upon grant, exercise or vesting of equity awards (including long-term performance awards payable in shares) granted under any equity compensation plan or program maintained by the Company, net of any shares surrendered to pay taxes and/or exercise prices. All shares of Company stock acquired upon the vesting of any long-term performance awards payable in cash will be expected to be retained until the applicable stock ownership amount has been attained.

As of December 31, 2015, each Named Executive Officer other than Messrs. Starr and Lisle, had achieved his targeted stock ownership amount, and several NEOs, including Mr. Keating, own Company stock well in excess of the prescribed amounts. Messrs. Starr and Lisle are relatively new to their positions, and the Committee has determined that they are progressing satisfactorily toward their guidelines.

As of December 31, 2015, each non-employee director other than Ms. Pollino, had achieved his or her targeted stock ownership amount. Ms. Pollino was first elected to the Board during 2015, and the Corporate Governance Committee has determined that she is progressing satisfactorily toward her applicable ownership guideline.

For more information about the stock holdings of our directors and Named Executive Officers, please see "Stock Ownership of Directors and Executive Officers" above.

Risk Assessment of Compensation Practices

During 2015, management, including the Company’s Internal Audit Department, reviewed existing incentive compensation programs in which executives who are not named executive officers participate in order to confirm that such programs do not create risks that are reasonably likely to have a material adverse effect on the Company. Incentive compensation programs exist at our corporate headquarters and at both the Aerospace and Distribution segments and no particular business carries a significant portion of the Company’s overall risk profile. Stock incentive awards are also available under the Company’s incentive compensation plans for executives recommended by senior management at each business segment and at our corporate headquarters. These awards are determined based upon parameters developed by the Personnel & Compensation Committee’s independent compensation consultant and all awards are reviewed and approved by the Personnel & Compensation Committee. The cash incentive compensation program for corporate executives is subject to performance parameters and dollar limitations with supervisor recommendations reviewed and approved by the Chief Executive Officer, the Chief Financial Officer and the Chief Human Resources Officer. Cash incentive programs at the Aerospace segment tend to be discretionary in nature with review and approval of all recommendations by the division senior management as well as the Aerospace segment President. Cash incentive programs at the Distribution segment tend to be based upon degree of attainment of specific financial performance goals which, overall, are developed on a basis consistent with the segment's longer-term financial goals. These programs are subject to review by the Company's Chief Human Resources Officer and the applicable segment's Vice President of Human Resources and segment

President. On the basis of this review, management has concluded that the Company's existing incentive programs applicable to non-named executive officers do not create risks that are reasonably likely to have a material adverse effect on the Company.

Short Sales, Hedging and Pledging

The Company's Insider Trading Policy expressly prohibits directors, executive officers and other designated employees from engaging in short-term or speculative transactions in Company securities, including, among others, (i) short sales of Company securities; (ii) publicly traded options, puts, calls or other similar derivative securities; (iii) hedging or similar monetization transactions, such as zero-cost collars and forward sale contracts; and (iv) holding Company securities in a margin account or pledging Company securities as collateral for a loan.

Material Tax and Accounting Implications

Section 162(m) of the Internal Revenue Code generally disallows a tax deduction to public companies for compensation paid in excess of $1 million for any fiscal year to the Company's CEO and the three other most highly compensated executive officers (excluding the Chief Financial Officer). However, "performance-based compensation" that meets certain requirements under Section 162(m) is exempt from this deduction limitation. The Committee generally intends, but cannot assure, that short and long-term cash incentive awards qualify for this exemption, but, in particular instances, the Committee may authorize compensation that may not be deductible due to this limitation, such as time-based restricted stock awards and bonuses for individual performance based on subjective determination of performance. Shareholders approved the 2013 Management Incentive Plan on April 17, 2013, thereby allowing the Committee to continue to provide incentive compensation that will qualify for favorable tax treatment.

Context of This Discussion

To the extent that the foregoing discussion contained future individual or Company performance targets and goals, they were disclosed solely to facilitate a better understanding of the Company's executive compensation program. Such performance targets and goals should not be deemed to be statements of management's expectations or estimates of results or other guidance. We strongly encourage investors not to apply these statements in other contexts.

Personnel & Compensation Committee Report

The Personnel & Compensation Committee has reviewed and discussed this Compensation Discussion and Analysis with management and concurs with its contents. Based on this review and discussion, the Committee has recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's proxy statement on Schedule 14A and incorporated in its annual report to the SEC on Form 10-K for the year ended December 31, 2015.

Personnel & Compensation Committee:

Richard J. Swift, Chair
Brian E. Barents
E. Reeves Callaway III
George E. Minnich
Jennifer M. Pollino

This report shall not be deemed to be incorporated by reference by any general statement incorporating this proxy statement by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, and shall not otherwise be deemed filed under such statutes, except to the extent that the Company specifically incorporates the report by reference therein.

SUMMARY COMPENSATION TABLE

The table, footnotes and narrative below describe the aggregate compensation earned by each of our Named Executive Officers for our 2015, 2014 and 2013 fiscal years. For information on the role of each component of our executive compensation program, please see the discussion under the "Compensation Discussion and Analysis" section of this proxy statement.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards(1) ($)	Option Awards(2) ($)	Non-Equity Incentive Plan Compensation(3) ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings(4) ($)	All Other Compensation(5) ($)	Total ($)
Neal J. Keating	2015	$945,750	—	—	—	$980,784	$188,659	$261,318	$2,376,511
Chairman, President &	2014	$915,750	—	$638,550	—	$4,813,820	$454,102	$247,233	$7,069,455
Chief Executive Officer	2013	$875,000	—	—	—	$3,499,673	$51,474	$251,862	$4,678,009
Robert D. Starr	2015	$413,000	—	—	—	$267,575	$15,128	$96,290	$791,993
Executive Vice	2014	$380,500	—	$181,378	$179,368	$999,175	$74,196	$75,830	$1,890,447
President and Chief Financial Officer(6)	2013	$291,611	—	$63,994	$63,742	$226,336	$432	$42,599	$688,714
Gregory L. Steiner	2015	$446,000	—	—	—	$287,765	$68,976	$90,649	$893,390
Executive Vice President and	2014	$429,650	—	$127,710	—	$1,161,863	$152,586	$82,451	$1,954,260
President, Kaman Aerospace Group, Inc.	2013	$416,150	—	—	—	$863,660	$48,932	$87,780	$1,416,522
Steven J. Smidler	2015	$364,000	—	—	—	$57,494	—	$68,954	$490,448
Executive Vice President and	2014	$359,675	—	—	—	$890,410	—	$63,201	$1,313,286
President, Kaman Industrial Technologies Corporation	2013	$350,175	—	—	—	$612,710	—	$89,867	$1,052,752
Ronald M. Galla	2015	$372,625	—	—	—	$202,153	—	$78,861	$653,639
Senior Vice President	2014	$362,406	—	—	—	$742,179	$539,893	$75,295	$1,719,773
and Chief Information Officer	2013	$355,134	—	—	—	$703,822	—	$77,980	$1,136,936
Shawn G. Lisle	2015	$344,000	—	—	—	$187,303	—	$73,574	$604,877
Senior Vice President	2014	$334,000	—	—	—	$555,520	—	$69,344	$958,864
and General Counsel	2013	$300,000	—	$51,449	$51,143	$546,190	—	$68,278	$1,017,060

(1) Amounts shown in the Stock Awards column reflect the aggregate grant date fair value of restricted stock granted to our Named Executive Officers with respect to the 2014 and 2013 fiscal years in accordance with Accounting Standards Codification (ASC) 718. For a discussion of valuation assumptions, see Note 18 in our Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

(2) Amounts shown in the Option Awards column reflect the aggregate grant date fair value of stock options granted to our Named Executive Officers with respect to the 2014 and 2013 fiscal years in accordance with ASC 718. For a

discussion of valuation assumptions, see Note 18 in our Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

(3) Amounts for 2015 represent annual cash incentive awards earned by the Named Executive Officers under our annual cash incentive plans, which are discussed in the Compensation Discussion and Analysis, but do not reflect amounts that cannot yet be determined but which may become due under outstanding LTIP awards for the 2013–2015 Performance Cycle for Messrs. Keating, Steiner, Smidler, Galla and Lisle, and the 2014-2015 Performance Cycle for Mr. Starr. The Company will prepare and file a Current Report on Form 8-K disclosing the actual payouts in respect of these awards promptly after they are determined and approved by the Committee in June 2016. Amounts shown for 2014 have been adjusted to reflect the LTIP payouts approved in June 2015 in respect of LTIP awards for performance cycles ended December 31, 2014. Similarly, amounts shown for 2013 have been adjusted to reflect the LTIP payouts approved in June 2014 in respect of LTIP awards for performance cycles ended December 31, 2013. Our LTIP award program is discussed in more detail in the Compensation Discussion and Analysis.

(4) Represents the total change in the present value of accrued benefits under our defined benefit pension plan and SERP, if applicable, from year to year. Messrs. Smidler and Lisle joined the Company after these plans were closed to new participants. No amounts are shown for Mr. Galla in respect of 2015 and 2013 because the change in the present value of his accrued benefits for such years was negative. Pension plan and SERP benefits are discussed in the Compensation Discussion and Analysis.

(5) The amounts included in this column consist of the following: Participation in our life insurance program for senior executives, employer matching contributions under our 401(k) Plan, supplemental employer contributions earned under our Deferred Compensation Plan, and perquisites consisting of payments for annual physical examinations, a vehicle allowance and personal use of corporate aircraft. The 2015 figures include supplemental deferred compensation earned for Messrs. Keating, Starr, Steiner, Smidler, Galla and Lisle of $200,702, $46,205, $42,528, $21,730, $38,171, and $33,108, respectively. The 2015 figures also include a vehicle allowance of $33,420 for Mr. Keating, $26,460 for Messrs. Starr, Steiner and Smidler, and $20,448 for Messrs. Galla and Lisle; and $13,250 to each Named Executive Officer for the Company 401(k) match. Infrequently, spouses and guests of Named Executive Officers ride along on Company aircraft when the aircraft is already going to a specific destination for a business purpose. This use involves little or no incremental cost to the Company. Where required by law, income was imputed to the Named Executive Officer for income tax purposes for the items described in this footnote and all such amounts are included in the table.

(6) Appointed Senior Vice President and Chief Financial Officer effective July 1, 2013, and promoted to Executive Vice President and Chief Financial Officer effective July 1, 2015.

Employment and Change in Control Agreements

We currently have employment agreements with Messrs. Keating, Starr, Steiner, Smidler and Galla. Mr. Lisle currently does not have an employment agreement. We currently have change in control agreements with each of our Named Executive Officers, the terms of which are summarized below under the caption, "Post-Termination Payments and Benefits."

The employment agreements generally renew each year for additional one-year renewal periods unless, at least ninety days before the end of the then-current term, the Company or the executive notifies the other that the agreement in question shall terminate upon its scheduled expiration date. The elements of compensation and benefits that are reflected in the Summary Compensation Table were provided according to the terms of the employment agreements and the compensation and benefit plans in place during 2015; however, the Company reserves the right to change the terms and conditions of its compensation and benefit plans. These agreements further provide for participation in our employee benefit programs generally applicable to our senior executives, except that Messrs. Keating and Steiner are entitled to continued premium payments for their lifetime under our Senior Executive Life Insurance Program under certain circumstances. The estimated post-termination compensation payable to our named executive officers under these agreements is described in detail below under the caption, “Post-Termination Payments and Benefits.”

Grants of Plan-Based Awards in 2015 Fiscal Year

The following grants were made during the 2015 fiscal year to our Named Executive Officers pursuant to the Company’s 2013 Management Incentive Plan.

GRANTS OF PLAN-BASED AWARDS TABLE

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)
Name	Grant Date	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
Neal J. Keating	2/17/2015(1)	—	$1,008,000	$2,016,000	—	—	—	—	—	—	—
	2/17/2015(2)	—	$2,794,500	$5,589,000	—	—	—	—	—	—	—
Robert D. Starr	2/17/2015(1)	—	$275,000	$550,000	—	—	—	—	—	—	—
	2/17/2015(2)	—	$540,400	$1,080,800	—	—	—	—	—	—	—
Gregory L. Steiner	2/17/2015(1)	—	$295,750	$591,500	—	—	—	—	—	—	—
	2/17/2015(2)	—	$655,500	$1,311,000	—	—	—	—	—	—	—
	2/17/2015(3)	—	—	—	—	1,105	2,210	—	—	—	$49,524
Steven J. Smidler	2/17/2015(1)	—	$236,600	$473,200	—	—	—	—	—	—	—
	2/17/2015(2)	—	$546,000	$1,092,000	—	—	—	—	—	—	—
Ronald M. Galla	2/17/2015(1)	—	$207,763	$415,526	—	—	—	—	—	—	—
	2/17/2015(2)	—	$330,750	$661,500	—	—	—	—	—	—	—
Shawn G. Lisle	2/17/2015(1)	—	$192,500	$385,000	—	—	—	—	—	—	—
	2/17/2015(2)	—	$354,900	$709,800	—	—	—	—	—	—	—

(1) Represents an annual cash incentive award granted under the 2013 Management Incentive Plan in respect of 2015 performance. Satisfaction or achievement of the underlying performance criteria, and the resulting award payouts, were determined in February 2016. The maximum value of any annual cash incentive award granted under the 2013 Management Incentive Plan may not exceed $3,000,000.

(2) Represents a cash-based long-term incentive award granted under the 2013 Management Incentive Plan for the three-year performance period 1/1/15–12/31/17.

(3) Represents a share-based long-term incentive award granted under the 2013 Management Incentive Plan for the three-year performance period 1/1/15–12/31/17, which, if earned would be paid in shares of Company stock, rather than in cash. Even if the performance criteria are achieved, Mr. Steiner, the only recipient, must remain in the employ of the Company until he reaches 62 years of age in order to actually receive the shares. Unvested share-based LTIP awards are not counted toward compliance with the Company's stock ownership guidelines.

Outstanding Equity Awards at 2015 Fiscal Year-End

The following table lists the outstanding stock options and stock awards at December 31, 2015, for each of our Named Executive Officers.

	Option Awards				Stock Awards			
Name	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable(1)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested(2)(3) ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested (#)
Neal J. Keating	—	—	—	—	15,000	$612,150	—	—
Robert D. Starr	6,310	—	$26.07	2/22/2020	—	—	—	—
	4,208	1,052	$31.78	2/21/2021	399	$16,283	—	—
	3,132	2,088	$33.59	2/20/2022	756	$30,852	—	—
	2,054	3,081	$36.29	2/18/2023	1,056	$43,095	—	—
	3,094	12,376	$39.22	2/19/2024	3,712	$151,487	—	—
Gregory L. Steiner	20,000	—	$21.60	7/7/2018	—	—	—	—
	12,015	—	$16.35	2/23/2019	—	—	—	—
	18,490	—	$26.07	2/22/2020	—	—	—	—
	—	—	—	—	—	—	3,000(4)	$122,430
Steven J. Smidler	12,656	3,164	$31.78	2/21/2021	1,202	$49,054	—	—
Ronald M. Galla	—	—	—	—	—	—	—	—
Shawn G. Lisle	1,500	1,000	$33.59	2/20/2022	800	$32,648	—	—
	1,648	2,472	$36.29	2/18/2023	849	$34,648	—	—

(1) Unless otherwise stated, options vest at the rate of 20% per year, beginning March 1 of the year following the grant date and have a term of 10 years. Vesting of these awards may be accelerated upon death, disability, retirement or upon termination of employment following a change in control event, or in other termination of employment circumstances in accordance with the employment agreements and change in control agreements for each Named Executive Officer and otherwise as provided in the 2003 Stock Incentive Plan. Please see the Post-Termination Payments and Benefits section.

(2) Market value is calculated based on the closing price of the Company's Common Stock on December 31, 2015 (the last business day of the year), which was $40.81.

(3) Unless otherwise stated, restrictions lapse with respect to restricted stock awards at the rate of 20% per year, beginning March 1 of the year following the grant date. Lapsing of restrictions may be accelerated upon death, disability, retirement or upon termination of employment following a change in control event, or in other termination of employment circumstances in accordance with the employment agreements and change in control agreements for each Named Executive Officer and otherwise as provided in the equity plans under which the

awards were granted. Please see the Post-Termination Payments and Benefits section.

(4) Represents a special retention award granted to Mr. Steiner that is intended to create an additional financial incentive to remain in the employ of the Company until he reaches age 62, at which time the award vests.

Option Exercises and Stock Vested in Fiscal Year 2015

The following table provides information about the value realized by our named executive officers on the exercise of stock options and the lapse of restrictions with respect to restricted stock awards during the 2015 fiscal year.

Name	Option Awards Number of Shares Acquired on Exercise (#)	Value Realized on Exercise[1] ($)	Exercise Date	Stock Award Number of Shares Acquired on Vesting (#)	Value Realized on Vesting[2] ($)	Vesting Date
Neal J. Keating	—	—	—	—	—	—
Robert D. Starr	—	—	—	446	$18,509	3/2/2015
	—	—	—	399	$16,559	3/2/2015
	—	—	—	378	$15,687	3/2/2015
	—	—	—	352	$14,608	3/2/2015
	—	—	—	928	$38,512	3/2/2015
Gregory L. Steiner	4,005	$101,246	5/6/2015	—	—	—
	—	—	—	1,306	$54,199	3/2/2015
Steven J. Smidler	—	—	—	1,202	$49,883	3/2/2015
Ronald M. Galla	—	—	—	—	—	—
Shawn G. Lisle	—	—	—	400	$16,600	3/2/2015
	—	—	—	283	$11,745	3/2/2015

(1) These amounts differ from those shown in the Summary Compensation Table. The amounts shown in the Summary Compensation Table for stock options represent the aggregate grant date fair value of awards made during 2015 in accordance with FASB ASC Topic 718. The amounts identified above represent the value actually received for all options (including previously vested but unexercised options) exercised in 2015 measured as the difference between the fair market value of a share of our Common Stock on the day the option was exercised and the exercise price of the option.

(2) These amounts differ from those shown in the Summary Compensation Table. The value of restricted stock awards included in the Summary Compensation Table represents the aggregate grant date fair value of awards made during 2015 valued in accordance with FASB ASC Topic 718. The amount shown above for restricted stock awards represents the actual value of the restricted stock awards on the date restrictions lapsed, determined based on the fair market value of a share of our Common Stock on that date.

Pension Benefits

The table below shows the present value of accumulated benefits payable to each of our named executive officers at age 65 and the number of years of service credited to each of them under the Kaman Corporation Employees' Pension Plan, which we call the "pension plan," and the SERP as of December 31, 2015.

Name	Plan Name	Number of Years of Credited Service (#)	Present Value of Accumulated Benefit[1] ($)	Payments During Last Fiscal Year ($)
Neal J. Keating	Kaman Corporation Employees' Pension Plan	8.4	384,804	—
	SERP	8.4	1,512,468	—
Robert D. Starr[2]	Kaman Corporation Employees' Pension Plan	6.9	192,518	—
	SERP	—	—	—
Gregory L. Steiner		7.6	336,227	—

	Kaman Corporation Employees' Pension Plan			
	SERP	7.6	303,996	—
Steven J. Smidler[3]	Kaman Corporation Employees' Pension Plan	—	—	—
	SERP	—	—	—
Ronald M. Galla	Kaman Corporation Employees' Pension Plan	31.7	1,858,863	—
	SERP	31.7	2,497,588	—
Shawn G. Lisle[3]	Kaman Corporation Employees' Pension Plan	—	—	—
	SERP	—	—	—

(1) Represents the present value of accrued benefits under our pension plan and SERP based upon the following assumptions: (a) for the pension plan, that each executive is employed until retirement, that his or her benefits commence at the earlier of normal retirement age (generally, age 65), and that the earliest age at which an unreduced pension could be received (e.g., age 63 with 30 years of service) and (b) for the SERP, the change to interest rate methodology required under the Pension Protection Act of 2006 and elimination of pre-retirement mortality assumptions because SERP benefits are payable as a lump sum. Please see Note 14 in our Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2015, for a description of material assumptions.

(2) Mr. Starr is not a participant in the SERP because the pension plan was frozen prior to Mr. Starr being appointed an executive officer.

(3) Messrs. Smidler and Lisle are not participants in the pension plan or the SERP because the pension plans were closed to new hires before Messrs. Smidler and Lisle joined the Company.

The pension plan is a tax-qualified plan that provides benefits for full-time U.S. employees hired prior to June 1, 2009, at Kaman Industrial Technologies and prior to March 1, 2010, at Kaman Corporation and other participating subsidiaries (with the exception of certain acquired companies that have not adopted the pension plan). Employees became participants upon their completion of certain hours of service requirements and became vested in their pension benefits generally upon attaining five years of continuous service, as defined by the pension plan. Normal retirement, as defined by the pension plan, is generally age 65, but employees may retire as early as age 55 with 5 years of service in accordance with pension plan provisions. The annual benefit under the pension plan is generally 60 percent of the average of the highest five years of “Covered Compensation” out of the final ten years of employment through December 31, 2010, less 50 percent of the primary social security benefit, reduced proportionately for years of service less than 30 years. At Kaman Corporation, the parent company, participants who joined the company prior to 2004, have 30 years of service, and have attained age 63, are permitted to retire with a pension benefit unreduced for early retirement. None of the Named Executive Officers, except for Mr. Galla, is eligible for the unreduced pension. The pension plan limits the amount of pension benefits that may be provided to participants under this formula in accordance with certain limits under federal tax laws. To the extent these limits apply to certain executive officers, the Company provides an additional benefit under the SERP program. Except as provided below, our SERP program generally makes each participant whole for the benefits under the retirement formula described above that could not be provided under the pension plan due to these limits. Only salary and annual bonus amounts are treated as pensionable earnings on and after January 1, 2006. Benefits under the SERP are based on the highest five years of pensionable earnings over the last ten years through December 31, 2010, whether or not consecutive. The SERP has been amended to comply with the requirements of Internal Revenue Code Section 409A.

The pension plan was closed to new hires on or after March 1, 2010. Existing employees at that time continue to participate in the pension plan subject to the following changes when calculating pension benefits: (i) changes in pay after 2010 are disregarded; (ii) compensation in the highest five years out of the last ten years of service prior to 2011 will be taken into account, whether or not consecutive; and (iii) a participant’s years of service as defined by the pension plan continued to count for accruing benefits under the pension plan through December 31, 2015. Corresponding changes were made to the SERP to assure consistency with the pension plan changes. These changes did not affect individuals who were already retired or had terminated employment and were vested in their pension benefit.

Non-Qualified Deferred Compensation Plan

The following table presents contribution, earnings and balance information under the Company’s Deferred Compensation Plan for our Named Executive Officers for 2015:

Name	Executive Contributions in Last FY ($)	Registrant Contributions in Last FY ($)	Aggregate Earnings in Last FY(1) ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last FYE ($)
Neal J. Keating	$141,863	$183,726	$23,475	—	$777,171
Robert D. Starr	$117,317	$29,266	$16,597	—	$541,375

Gregory L. Steiner	—	$37,902	$4,889	—	$145,736
Steven J. Smidler	$11,830	$16,564	$12,885	—	$385,758
Ronald M. Galla	—	$35,359	$39,964	—	$1,190,403
Shawn G. Lisle	—	$28,619	$2,742	—	$81,735

(1) Interest is credited at 120% of Applicable Federal Long-Term Rate.

Our Deferred Compensation Plan affords participants the opportunity to defer up to 50% of base salary and 100% of annual bonus for each calendar year. The deferred amount grows at a crediting rate based on 120% of the Applicable Federal Long-Term Rate published by the Internal Revenue Service (the “Applicable Interest Rate”) until a predetermined distribution date. The plan also provides for certain employer contributions. Specifically, the Company makes a supplemental deferred compensation contribution to the participant’s account equal to 10% of their earnings that exceed the compensation limit established annually by the Internal Revenue Service.

In February 2008, the Board amended the Deferred Compensation Plan to comply with the requirements of Section 409A of the Code with respect to deferred amounts (and related earnings) that become vested after December 31, 2004. The provisions of the Deferred Compensation Plan in effect prior to February 2008 continue to apply with respect to deferred amounts that vested before January 1, 2005 (and any related earnings). Under the plan in effect before February 2008, a Named Executive Officer may elect to take a distribution in the form of a lump-sum payment or installments if he separates from service with the Company after attaining early retirement age under the pension plan. In the event that separation from service occurs prior to attaining early retirement age or if benefits do not exceed $25,000 in the aggregate, benefits are paid in a lump sum. Participants may also elect to receive payments while employed after a stated number of years as part of their initial deferral election or for account balances prior to January 1, 2005, at any time by having that account balance reduced by 10%. Distributions are also available due to financial hardship.

POST-TERMINATION PAYMENTS AND BENEFITS

The Company has committed to provide additional compensation to certain of our Named Executive Officers in the event of a termination of employment under specified circumstances, including in connection with a change in control of the Company. These commitments and an estimate of the additional compensation that each of our Named Executive Officers would have received if a qualifying termination of employment had occurred on December 31, 2015, are set forth below.

Employment Agreements

We currently have employment agreements with Messrs. Keating, Starr, Steiner, Smidler and Galla. Other than as noted below, the terms and conditions triggering payments under the employment agreements are substantially similar and entitle the executives to receive the compensation and benefits described below under the circumstances indicated. Mr. Lisle currently does not have an employment agreement.

Payment of Accrued Amounts. Regardless of the manner in which the employment of any Named Executive Officer (including a Named Executive Officer not party to an employment agreement) terminates, he is entitled to receive amounts previously earned during the term of his employment (which amounts are referred to in this discussion as “Accrued Amounts”). Such Accrued Amounts include, but are not limited to, (i) unpaid base salary through the date of termination and any accrued vacation in accordance with Company policy; (ii) any unpaid bonus or other short-term and long-term incentive compensation (cash or equity) earned with respect to any completed fiscal year; (iii) reimbursement for any unreimbursed expenses incurred through the date of termination; and (iv) all other payments and benefits to which the executive may be entitled under the terms of any applicable compensation arrangement or benefit program of the Company, including any applicable pension, retirement and insurance benefits. For more information about the retirement and other benefits to which the Named Executive Officers are entitled, please refer to the discussion set forth under the captions, "Outstanding Equity Awards at 2015 Fiscal Year-End" and “Retirement Benefits” within the Summary Compensation Table section of this Proxy Statement. See also, “Pension Benefits” and “Non-Qualified Deferred Compensation Plan” within the Compensation Discussion and Analysis section.

Termination by the Company for Cause or by the Executive without Good Reason. In the event that an executive’s employment is terminated by the Company for “Cause” (other than a termination due to death or disability) or by the executive without “Good Reason,” the employment agreements generally provide that the executive will be entitled to receive only the Accrued Amounts identified above.

For purposes of the employment agreements, the term “Cause” is defined to mean and include (i) the conviction of, or a plea of guilty or nolo contendere to, a felony or any crime involving moral turpitude, dishonesty, fraud, theft or financial impropriety; or (ii) a determination by a majority of the Board, acting in good faith, that the executive has (A) willfully and continuously failed to substantially perform his duties; (B) engaged in illegal conduct, an act of dishonesty or gross misconduct, in each case which is in the course of the executive’s employment and materially injurious to the Company; (C) willfully violated a material requirement of the Company’s Code of Conduct or the executive’s fiduciary duty to the Company; or (D) in the case of the Chief Executive Officer, violated his covenant to the Company that he is not bound to any agreement that would, among other things, limit his performance with the Company.

For purposes of the employment agreements, the term “Good Reason” is defined to mean any one of the following events, if it occurs without the executive’s consent after providing the Company notice and an opportunity to cure: (i) the removal of the executive from his position with the Company (other than for Cause); (ii) a reduction in the base salary or annual target bonus opportunity of the executive; (iii) a failure to pay the executive's compensation or benefits in accordance with the terms of the employment agreement; (iv) the relocation of the executive's principal place of employment by more than 50 miles; (v) the assignment of duties that are materially inconsistent with the executive's position; or (vi) no longer being a direct report to the Chief Executive Officer of the Company (for executives other than the Chief Executive Officer).

Termination by the Company without Cause or by the Executive for Good Reason. In the event that an executive's employment is terminated by the Company without Cause (as defined above) or by the executive for Good Reason (as defined above), the employment agreements generally provide that the executive will be entitled to receive the following benefits (in addition to the Accrued Amounts):

- a pro-rata portion of the executive's annual bonus for the performance year in which the termination occurs, based upon actual financial performance and payable at the time that annual bonuses are paid to other senior executives of the Company;
- an immediate lump-sum payment equal to two times (three times in the case of Mr. Keating) the sum of the executive's then-current base salary and most recent annual bonus paid to, or earned by, the executive, subject to a reduction as set forth in the employment agreements if termination of employment occurs within two years of the executive's retirement eligibility date;
- a pro-rata payment in cash for each outstanding LTIP award for which the performance period has not been completed, based upon actual financial performance and payable as and when paid to other participants;
- continued participation in all medical, dental and vision plans which cover the executive and the executive's eligible dependents for up to 24 months with the executive continuing to make his share of premium payments, subject to offset due to future employment;
- full vesting of all outstanding equity awards; and
- for Messrs. Starr, Smidler and Galla, continued payment of life insurance premiums until the earlier of 24 months following employment termination or attainment of age 65 (but in no event later than the executive's retirement eligibility date) and for Messrs. Keating and Steiner, continued payment of life insurance premiums for the remainder of their lives.

Termination Due to Retirement. In the event that an executive retires from the employ of the Company on or after his retirement eligibility date, the employment agreements generally provide that the executive will be entitled to receive the following benefits (in addition to the Accrued Amounts):

- a pro-rata portion of the executive's annual bonus for the performance year in which the executive's retirement occurs, based upon actual financial performance and payable at the time that annual bonuses are paid to other senior executives of the Company;
- a pro-rata payment in cash of each outstanding LTIP award for which the performance period has not been completed, based upon actual financial performance and payable as and when paid to other participants;
- full vesting of all outstanding equity awards; and
- for Messrs. Keating and Steiner, continued payment of life insurance premiums for the remainder of their lives provided that they retire at or after age 62.

An executive's retirement eligibility date generally is the date on which an executive attains age 65 or such other age at or after age 62 as shall be approved by the Committee.

Termination Due to Disability or Death. In the event of the disability or death of an executive, the employment agreements generally provide that the executive (or his estate) will be entitled to receive the following benefits (in addition to the Accrued Amounts):

- a pro-rata portion of the executive's annual bonus for the performance year in which the termination occurs based upon target performance, payable at the time that annual bonuses are paid to other senior executives;
- a pro-rata portion of payment in cash of each outstanding LTIP award for which the performance period has not been completed, based upon actual financial performance and payable as and when paid to other participants;
- full vesting of all outstanding equity awards; and
- benefits under the Company's disability plan or payments under the Company's life insurance plan, as appropriate.

For purposes of the employment agreements, a "disability" is considered to exist if the executive has been absent from fully performing his responsibilities due to physical or mental illness for a period of six consecutive months.

Change in Control Agreements

We currently have change in control agreements with each of our Named Executive Officers. Other than as noted below, the terms and conditions triggering payments under these agreements upon the termination of employment of each of our Named Executive Officers in connection with a change in control are substantially similar.

The change in control agreements generally provide that, if an executive's employment is terminated by the Company without "Cause" (other than due to death or disability) or by the executive for "Good Reason" within 90 days prior to the execution of a purchase and sale agreement resulting in a change in control or anytime thereafter until the second anniversary of a change in control, the executive will be entitled to receive the following severance benefits:

- an immediate lump-sum cash payment equal to three times the executive's base salary, in the case of Mr. Keating, and two times, in the case of the other named executive officers, plus three times, in the case of Mr. Keating, and two times, in the case of the other named executive officers, the last annual bonus paid or awarded to the executive in the three years preceding the date of termination, which shall be payable, with interest, on the date that is six months and one business day after the executive's termination of employment;

- a pro-rata portion of the named executive officer's annual bonus for the performance year in which the termination occurs (based on actual Company performance through the date of termination) payable on the later of the date that annual bonuses are generally paid to other senior executives and the date that is six months and a day after the executive's termination of employment (if such bonus payment is not paid until the date that is six months and a day after the executive's employment termination, the amount shall be credited with interest from March 15th until the date that it is paid);
- continued participation at the Company's expense for 24 months in all medical, dental and accidental death and disability plans which cover the executive and the executive's eligible dependents, subject to offset due to future employment;
- full vesting of outstanding equity awards (subject to actual performance in the case of performance awards);
- a pro-rata payment in cash of each outstanding LTIP award for which the performance period has not been completed, based upon actual financial performance and payable as and when paid to other participants;
- benefits under any post-retirement health care plans if the executive would have otherwise become eligible for those benefits by remaining employed through the second anniversary of the employment termination date, commencing on the later of the date that such coverage would have become first available and the date on which the executive's post-employment participation in our benefit plans, as described above, terminates;
- prepayment of premiums under any life insurance policy insuring the life of the executive in the case of Messrs. Keating and Steiner, which shall be payable, with interest, on the date that is six months and one business day after the executive's termination of employment and, in the case of the other named executive officers, continued payment of remaining life insurance premium payments for which the Company shall establish an irrevocable grantor trust holding assets sufficient to pay such premiums; and
- reimbursement for up to $30,000 (in the aggregate) for outplacement services until the earlier of the first anniversary of the date of termination or the first day of the executive's employment with a new employer.

For purposes of the change in control agreements, a "change in control" is deemed to have occurred if: (i) a person unaffiliated with the Company acquires control of more than thirty-five percent of our voting securities; (ii) there is a change in more than fifty percent of our Directors over two consecutive years which is not Board-approved; (iii) a merger is effectuated with an unrelated entity that results in our shareholders owning fifty percent or less of the voting securities of the merged entity (or its parent company); or (iv) there is a sale of substantially all of the Company's assets to an unrelated third party or shareholder approval of a plan of complete liquidation or dissolution of the Company. A change in control does not include any related party and management buyout transactions.

For purposes of the change in control agreements, "Cause" means that the Named Executive Officer's employment is terminated due to any one of the following events: (i) the willful and continued failure to substantially perform his duties with the Company after notice from the Company; (ii) willful engaging by the named executive officer in conduct which is demonstrably and materially injurious to the Company or its subsidiaries, monetarily or otherwise; or (iii) in the case of Mr. Keating, violating his covenant to the Company that he is not bound to any agreement that would, among other things, limit his performance with the Company.

For purposes of the change in control agreements, "Good Reason" means the occurrence (without the executive's express written consent) after any change in control of any one of the following acts or failures to act by the Company: (i) the assignment to the executive of any duties that are inconsistent with the executive's status as an officer of the Company or a substantial diminution in the nature or status of the executive's responsibilities from those in effect immediately prior to the change in control; (ii) a reduction in the executive's then-current annual base salary; (iii) the relocation of the executive's principal place of employment by more than 50 miles; (iv) the failure to pay to the executive any portion of his current or deferred compensation, within 30 days of the date such compensation is due; (v) the failure to continue in effect any compensation plan in which the executive participates immediately prior to the change in control which is material to his total compensation without an equitable substitute; (vi) the failure to provide life insurance, health and accident, or disability benefits that are substantially similar to those in which the executive was participating immediately prior to the change in control; (vii) the failure to provide the executive with the number of paid vacation days to which he was entitled immediately prior to the change in control; (viii) any purported termination of the executive's employment which is not effectuated in accordance with the employment termination procedures for cause set forth in the change in control agreement, or (ix) the failure of any successor to the Company to expressly assume and agree to perform the agreement in accordance with its terms prior to the effectiveness of any such succession. In no event will the executive have Good Reason to terminate employment under the change in control agreement due to a diminution of the business of the Company or any of its subsidiaries or a reduction in the applicable business segment's head count or budget, or a suspension of the executive's position, job functions, authorities, duties and responsibilities while on paid administrative leave.

Equity Incentive Plans

The Company maintains equity incentive plans providing for the grant of nonqualified stock options, incentive stock options, stock appreciation rights, restricted shares, restricted stock units, performance share awards, other stock-based awards and cash-based awards to employees, non-employee Directors, and consultants in order to promote the long-term success of the Company. These were generally made under the 2003 Stock Incentive Plan (the “2003 Plan”) prior to April 18, 2013, and thereafter under the 2013 Management Incentive Plan (the “2013 Plan”).

The 2013 Plan provides that, in the event of a “change in control” of the Company (as defined in the 2013 Plan), unless otherwise set forth in an award agreement, the Committee may, but shall not be obligated to, do any one or more of the following, in each case without participant consent: (a) accelerate, vest or cause the restrictions to lapse with respect to, all or any portion of an award, (b) cancel awards for a cash payment equal to their fair value (as determined in the sole discretion of the Committee) which, in the case of options, shall be deemed to be equal to the excess, if any, of the consideration to be paid in connection with the change in control to holders of the same number of shares subject to such options (or, if no consideration is paid in any such transaction, the fair market value of the shares subject to such options) over the aggregate exercise price, (c) provide for the issuance of replacement awards that will substantially preserve the otherwise applicable terms of any affected awards previously granted under the 2013 Plan as determined by the Committee in its sole discretion, (d) terminate options without providing accelerated vesting, or (e) take any other action with respect to the awards the Committee deems appropriate.

The 2003 Plan provides that, unless otherwise set forth in an award agreement, upon the occurrence of a “change in control” (as defined in the 2003 Plan), all long-term performance awards shall be deemed fully vested and fully earned to the extent of 100% of the target value of each such award and shall be paid out in accordance with the terms and provisions of the Plan. The 2003 Plan also provides that, if a participant’s employment is terminated during the 36-month period following a change in control (other than by the Company for cause, by reason of death or disability or by the participant without good reason), then, and only then (i) the vesting periods of any and all incentive stock options, non-statutory stock options and stock appreciation rights granted and outstanding under the Plan shall immediately be accelerated; and (ii) the restrictions and/or conditions applicable to any and all restricted stock awards granted and outstanding under the Plan shall immediately lapse and be of no further force and effect.

Annual Cash Incentive Plans

The 2015 annual cash incentive award opportunities for all Named Executive Officers were made under the 2013 Plan, the change in control provisions of which are discussed above.

Annual cash incentive award opportunities for other officers and senior executives are made under the Company’s Cash Bonus Plan (the “Cash Bonus Plan”), which generally requires a participant to be employed for the full award year in order to be eligible to receive an award under the Plan. However, the Cash Bonus Plan expressly authorizes the Committee, in its sole and absolute discretion, to authorize the payment of a cash bonus award to any individual who has been employed for less than a full award year or to any individual who shall cease to be in the employ of the Company for any reason prior to the end of a particular award year, to the extent that the Committee determines the payment of such an award to be fair and equitable.

Coordination of Benefits; Conditions Precedent to the Receipt of Severance Benefits

Executives shall not be entitled to receive duplicative severance benefits under the plans and agreements described above. If an executive’s employment with the Company is terminated under circumstances that would result in the payment of severance benefits under the executive’s change in control agreement, the severance benefits payable under the change in control agreement will be paid in lieu of any severance benefits that otherwise would be payable under the executive’s employment agreement. Moreover, the severance benefits specified in the employment and change in control agreements shall be paid in lieu of any similar benefits provided under the 2003 Plan, the 2013 Plan and the Cash Bonus Plan. Finally, an executive is entitled to severance benefits under his employment agreement or change in control agreement only if (i) the executive signs a release agreement and (ii) the executive does not compete with the Company and its subsidiaries and does not solicit our employees during the 2-year period following termination of employment.

Assumptions Relating to Post-Termination Benefit Table

The Post-Termination Benefit Table set forth below summarizes, in tabular format, the estimated compensation that each of our current Named Executive Officers would have received if a qualifying termination of employment were to have occurred on December 31, 2015, under the circumstances indicated.

The following assumptions, which are believed to be reasonable in the aggregate, were used to generate the estimates set forth below. There can be no assurance, however, that an actual termination of employment would produce the same or similar results.

- All named executive officers are deemed to have terminated their employment with the Company effective as of December 31, 2015, under the circumstances indicated.

- All Accrued Amounts are omitted from the table because they were earned by the Named Executive Officers without regard to the specified triggering events. Accrued Amounts include, among others, (i) amounts earned in respect of annual cash incentive and LTIP awards for the period ended December 31, 2015, (ii) the value of all stock options and restricted stock awards that were fully vested as of December 31, 2015, and (iii) amounts payable in respect of pension and other retirement benefits, including the SERP and the Deferred Compensation Plan, which were vested as of December 31, 2015. See “Coordination with other Tables,” below.
- All amounts calculated with reference to the value of our Common Stock were calculated using the closing price of our stock on the New York Stock Exchange on December 31, 2015, which was $40.81.
- All unvested stock options and restricted stock awards are assumed to have vested in full as of December 31, 2015, with respect to a change in control, termination of employment without Cause by us or by the Named Executive Officer for Good Reason or due to retirement, death or disability. All unvested stock options that are assumed to have vested due to a change in control are valued based upon the difference between the closing price of our Common Stock on December 31, 2015, and the exercise price of the underlying stock option. All unvested restricted stock awards that are assumed to have vested due to a change in control are valued based upon the closing price of our Common Stock on December 31, 2015.

Coordination with Other Tables

The Post-Termination Benefit Table does not duplicate amounts disclosed elsewhere in this proxy statement, with respect to which the Named Executive Officers were vested on or before December 31, 2015, without regard to the triggering events specified in the table. These amounts include, among others, the following:

- Stock options and restricted stock awards that vested on or before December 31, 2015, which are summarized in the Outstanding Equity Awards at 2015 Fiscal Year-End table;
- Pension and SERP benefits, which are summarized in the Pension Benefits table;
- Vested amounts payable under the Deferred Compensation Plan, which are summarized in the Non-Qualified Deferred Compensation Plan table; and
- Unreimbursed business expenses.

POST-TERMINATION BENEFIT TABLE

Named Executive Officer	Benefit	Termination Event					
		Termination for Cause or without Good Reason	Termination without Cause or with Good Reason(1)	Termination without Cause or with Good Reason in Connection with a Change in Control (2)	Retirement	Disability	Death
Neal J. Keating Chairman, President and Chief Executive Officer	Cash Severance(3)	—	$4,572,540	$6,858,810	—	—	—
	Stock Options(4)	—	—	—	—	—	—
	Restricted Stock(5)	—	$612,150	$612,150	$612,150	$612,150	$612,150
	LTIP Awards(6)	—	$2,729,008	$2,729,008	$2,729,008	$2,729,008	$2,729,008
	Health & Welfare(7)	—	$38,554	$38,554	—	—	—
	Life Insurance(8)	—	$541,710	$541,710	$541,710	$541,710	—
	Outplacement Services	—	—	$30,000	—	—	—
	Total	—	$8,493,962	$10,810,232	3,882,868	3,882,868	3,341,158
Robert D. Starr Senior Vice President and Chief Financial Officer	Cash Severance(3)	—	$1,508,100	$1,508,100	—	—	—
	Stock Options(4)	—	$58,184	$58,184	$58,184	$58,184	$58,184
	Restricted Stock(5)	—	$241,718	$241,718	$241,718	$241,718	$241,718
	LTIP Awards(6)	—	$529,650	$529,650	$529,650	$529,650	$529,650
	Health & Welfare(7)	—	$38,554	$38,554	—	—	—
	Life Insurance(8)	—	3,958	$337,969	—	—	—
	Outplacement Services	—	—	$30,000	—	—	—
	Total	—	2,380,164	$2,744,175	$829,552	$829,552	$829,552
Gregory L. Steiner Executive Vice President, Kaman Corporation, and President, Kaman Aerospace Group	Cash Severance(3)	—	$1,398,566	$1,398,566	—	—	—
	Stock Options(4)	—	—	—	—	—	—
	Restricted Stock(5)	—	$122,430	$122,430	$122,430	$122,430	$122,430
	LTIP Awards(6)	—	$682,896	$682,896	$682,896	$682,896	$682,896
	Health & Welfare(7)	—	$11,649	$11,649	—	—	—
	Life Insurance(8)	—	$432,132	$432,132	$432,132	$432,132	—
	Outplacement Services	—	—	$30,000	—	—	—

	Total	—	$2,647,673	$2,677,673	$1,237,458	$1,237,458	$805,326
Steven J. Smidler Executive Vice President, Kaman Corporation, and President Kaman Industrial Technologies	Cash Severance(3)	—	$964,600	$964,600	—	—	—
	Stock Options(4)	—	$28,587	$28,587	$28,587	$28,587	$28,587
	Restricted Stock(5)	—	$49,054	$49,054	$49,054	$49,054	$49,054
	LTIP Awards(6)	—	$536,860	$536,860	$536,860	$536,860	$536,860
	Health & Welfare(7)	—	$36,593	$36,593	—	—	—
	Life Insurance(8)	—	$6,391	$330,144	—	—	—
	Outplacement Services	—	—	$30,000	—	—	—
	Total	—	$1,622,085	$1,975,838	$614,501	$614,501	$614,501
Ronald M. Galla Senior Vice President and Chief Information Officer	Cash Severance(3)	—	$1,303,664	$1,303,664	—	—	—
	Stock Options(4)	—	—	—	—	—	—
	Restricted Stock(5)	—	—	—	—	—	—
	LTIP Awards(6)	—	$324,342	$324,342	$324,342	$324,342	$324,342
	Health & Welfare(7)	—	$26,324	$26,324	—	—	—
	Life Insurance(8)	—	$16,550	$491,537	—	—	—
	Outplacement Services	—	—	$30,000	—	—	—
	Total	—	$1,670,880	$2,175,867	$324,342	$324,342	$324,342
Shawn G. Lisle Senior Vice President and General Counsel	Cash Severance(3)	—	—	$1,204,160	—	—	—
	Stock Options(4)	—	—	$18,392	—	—	—
	Restricted Stock(5)	—	—	$67,295	$67,295	$67,295	$67,295
	LTIP Awards(6)	—	—	$316,011	$316,011	$316,011	$316,011
	Health & Welfare(7)	—	—	$38,554	—	—	—
	Life Insurance(8)	—	—	$270,375	—	—	—
	Outplacement Services	—	—	$30,000	—	—	—
	Total	—	—	$1,944,787	$383,306	$383,306	$383,306

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(1) Reflects amounts due to each executive under his employment agreement, assuming the executive's employment is terminated by the Company without "Cause" or by the executive for "Good Reason," as such terms are defined in the employment agreements. All Named Executive Officers have employment agreements, except for Mr. Lisle.

(2) Reflects amounts due to each executive under his change in control agreement, assuming the executive's employment is terminated during the "change in control" protection period other than (i) by the Company for "Cause," (ii) by reason of death or disability, or (iii) by the executive without "Good Reason," as such terms are defined in the change in control agreements. All Named Executive Officers have change in control agreements.

(3) Reflects two times (or, for Mr. Keating, three times in the event of a change in control) 2015 base salary and last bonus paid. There are no severance payments due upon retirement, death or disability. However, the Company will pay a pro-rata amount of any annual cash incentive award in the event of retirement, death or disability, to be paid when such awards are normally paid to other executives.

(4) Reflects the value of unvested stock options that become fully vested upon a qualifying termination, calculated as the difference between the exercise price and $40.81, the closing price of the Company’s Common Stock on the New York Stock Exchange on December 31, 2015. Amounts shown for Mr. Lisle vest immediately only upon a change in control.

(5) Reflects the value of unvested restricted stock awards that become fully vested upon a qualifying termination, calculated as $40.81 per share, the closing price of the Company’s Common Stock on the New York Stock Exchange on December 31, 2015.

(6) Reflects a pro-rata payment in respect of outstanding LTIP awards with performance periods ending after December 31, 2015. The actual amount of the payment generally will be determined by multiplying the amount the participant would have received based upon actual performance for the entire performance period by a fraction, the numerator of which is the number of days the participant remained employed with the corporation during such performance period and the denominator of which is the total number of days during the performance period. However, because it is not possible to estimate the actual performance of the Company or the Russell 2000 index, the amounts included in the table have been pro-rated assuming a payment equal to 100% of the targeted amount. Pro rata payments in respect of the LTIP awards held by Mr. Lisle vest immediately at target in the event of death or disability and payment is due within 90 days following the date of termination.

(7) Reflects the value of the Company’s share of premium payments to be made for medical and dental for 24 months, based on 2016 premiums for active employees with one dependent.

(8) Reflects the value of regular annual premiums based on the 2015 rate, which will be paid for 24 months, except in the cases of Messrs. Keating and Steiner who are entitled to have their premiums paid for their lifetimes. The premium payment obligation accelerates upon a change in control; the estimated pre-payment for life insurance premium payments as of December 31, 2015, is illustrated in this chart assuming the generational lump sum mortality based on blended RP2000 (as required by the Pension Protection Act of 2006), and interest at 3.47%.

PROPOSAL 2
ADVISORY VOTE TO APPROVE NAMED EXECUTIVE OFFICER COMPENSATION

As required by the applicable rules and regulations of the SEC promulgated under the Exchange Act and in accordance with the results of our 2011 shareholder advisory vote relating to the frequency of advisory votes on the compensation of our named executive officers, we are asking shareholders to vote on an advisory (non-binding) basis on the following resolution at the annual meeting:

RESOLVED: That the compensation paid to the Company's named executive officers, as described in the Compensation Discussion and Analysis, the Summary Compensation Table and the other executive compensation tables and related narratives and descriptions included in the Proxy Statement relating to the Company's 2016 Annual Meeting of Shareholders be, and hereby is, APPROVED.

This advisory vote, commonly known as a “Say on Pay” vote, gives shareholders the opportunity to express their views about the compensation we pay to our Named Executive Officers, as described in this Proxy Statement. Shareholders may vote “FOR” or “AGAINST” the resolution or abstain from voting. Before voting, all shareholders are urged to review the Compensation Discussion and Analysis, as well as the tabular and narrative disclosures that follow it. These sections describe the Company's compensation programs relating to our Named Executive Officers and the rationale behind the decisions made by the Personnel & Compensation Committee.

The Board believes that the Company's executive compensation program effectively reflects the objectives described in the Compensation Discussion and Analysis and, therefore, recommends that shareholders vote “FOR” the resolution set forth above.

Because this vote is advisory (non-binding), neither the Company nor the Board is required to take action in response to the outcome of the vote on this Proposal. Shareholders can be assured, however, that the shareholder sentiment expressed by the vote will be considered by the Personnel & Compensation Committee and the Board in crafting their approach to executive compensation matters.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS
VOTE “FOR” APPROVAL OF THE COMPENSATION PAID TO
OUR NAMED EXECUTIVE OFFICERS

PROPOSAL 3
RATIFICATION OF APPOINTMENT OF PRICEWATERHOUSECOOPERS LLP
AS INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR THE COMPANY

The Audit Committee Charter provides that the Audit Committee shall have the sole authority to appoint and replace the Company's independent registered public accounting firm, which shall report directly to the committee, and that the Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent registered public accounting firm.

Each year, the Audit Committee assesses the qualifications, performance and independence of the Company's independent registered public accounting firm in accordance with regulatory requirements and guidelines. This includes a review of the firm's internal quality control procedures, results of its most recent quality control reviews and steps taken to enhance the quality of its audits and issues raised by recent governmental investigations, if any. The Audit Committee also evaluates the firm's ongoing independence, its audit strategy for the Company, the terms of its engagement, and the firm's capabilities and communications to the committee.

On February 22, 2016, the Audit Committee reappointed PricewaterhouseCoopers LLP ("PwC") to serve as the Company's independent registered public accounting firm for the year ending December 31, 2016. Although not legally required to do so, the Board historically has chosen to ask the Company's shareholders to ratify the selection of the Company's independent registered public accounting firm. In the event shareholders do not ratify the appointment, the Audit Committee may reconsider it. Even if the selection is ratified, the Audit Committee may, in its discretion, select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interests of the Company and our shareholders.

We expect that a representative of PwC will attend the annual meeting, and that such representative will have an opportunity to make a statement if he or she so desires. The representative will also be available to respond to appropriate questions from shareholders. See "INFORMATION ABOUT THE BOARD OF DIRECTORS AND CORPORATE GOVERNANCE—Board Meetings and Committees–Audit Committee" for additional information pertaining to the Audit Committee, its activity during 2015, and related matters.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS
VOTE "FOR" RATIFICATION OF THE APPOINTMENT OF PWC AS OUR
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016

Principal Accounting Fees and Services

The following is a summary of the fees billed to the Company by PwC for professional services rendered for the years ended December 31, 2014 and 2015:

Fee Category	2015 Fees	2014 Fees
	(In Thousands)	
Audit Fees	$2,117.5	$2,025.0
Audit-Related Fees	$648.0	$70.0
Tax Fees	$25.0	$54.6
Other Fees	$1.0	$1.0
Total Fees	$2,791.5	$2,150.6

Audit Fees relate to services rendered for the audit of the Company's consolidated financial statements and audit of the effectiveness of internal controls over financial reporting for the periods ended December 31, 2015 and 2014; and review of the interim consolidated financial statements included in quarterly reports and services normally provided by PwC in connection with statutory and regulatory filings or engagements.

Audit-Related Fees for 2015 and 2014 were primarily for acquisition due diligence, review of the proxy statement for the 2015 annual meeting of shareholders, special reports pursuant to agreed-upon procedures, and training.

Tax Fees for 2015 and 2014 relate to tax compliance, tax advice, and tax planning services, including assistance with federal, state and international tax compliance, tax audit defense and international tax planning.

Other Fees relate to accounting research software.

The Audit Committee's policy is to pre-approve all audit, non-audit, tax and other fees to be paid to the Company's independent auditor. The Chairman of the Committee has been authorized by the Committee to pre-approve proposals up to $100,000 per service item, subject to the full Committee's ratification at a subsequent meeting. Pre-approvals are specific as to the particular service that is proposed and each service is generally subject to a budget.

Audit Committee Preapproval Policy

The Audit Committee Charter provides that the Audit Committee shall preapprove all audit and non-audit services performed by the Company's independent auditor in order to assure that such services do not impair the auditor's independence. In furtherance of the foregoing, the Audit Committee has adopted a preapproval policy setting forth the policies and procedures to be followed with respect to such preapprovals. Among other things, the preapproval policy provides that the Audit Committee shall approve in advance all services – both audit and permitted non-audit services – provided to the Company or any of its subsidiaries by the Company's independent auditor. The policy also provides that the Audit Committee shall not engage the Company's independent auditor to provide to the Company or any of its subsidiaries any non-audit services that are unlawful under Section 10A of the Exchange Act or that would impair the independence of the independent auditor under applicable rules and regulations promulgated by the SEC or the Public Company Accounting Oversight Board (the "PCAOB").

Whenever the Audit Committee is asked to preapprove any audit or non-audit services that are proposed to be performed by the Company's independent auditor, the policy provides that the Audit Committee shall be provided with (i) a written description (which may consist of or include a description furnished to the Company by the independent auditor) of the services to be provided in detail sufficient to enable the committee to make an informed decision with regard to each proposed service, and, to the extent determinable, an estimate provided by the independent auditor of the fees for each of the services; and (ii) confirmation of the independent auditor that it would not be unlawful under Section 10A of the Exchange Act for the independent auditor to provide the listed non-audit services to the Company or any of its subsidiaries and that none of the services, if provided by the independent auditor to the Company or any of its subsidiaries, would impair the independence of the auditor under applicable rules and regulations promulgated by the SEC or the PCAOB.

Audit Committee Report

The Directors named below constituted the Audit Committee (the "Committee") of the Board during 2015 and through February 22, 2016, the date on which the actions referenced in this report were taken. We each serve for a term of one year and until our successors are elected and qualify. The Board has made an affirmative determination that each of us is independent under the NYSE and SEC rules applicable to audit committee members and otherwise in accordance with the Committee's charter and our Corporate Governance Principles. Further, the Board has made an affirmative determination that in light of our respective backgrounds and experiences, we each meet the financial literacy requirements for service to the Committee, and that each of us possesses the qualifications necessary for service as an "audit committee financial expert," as that term is defined by applicable SEC regulations.

We oversee the Company's financial reporting process on behalf of the Board of Directors. Management is responsible for the Company's financial statements and the financial reporting process, including implementing and maintaining effective internal control over financial reporting and for the assessment of, and reporting on, the effectiveness of internal control over financial reporting. The independent auditor is responsible for expressing an opinion on the conformity of those audited financial statements with U.S. generally accepted accounting principles and for expressing an opinion on the effectiveness of the Company's internal control over financial reporting.

We reviewed and discussed with management and PwC the Company's audited consolidated financial statements for the year ended December 31, 2015, the representations of management and PwC's opinion regarding such statements, and the Company's system of internal control over financial reporting as required by Section 404 of the Sarbanes Oxley Act. We discussed with the Company's Chief Audit Executive and with PwC the overall scope and plan of their individual audits and reviewed the results of their examinations and the overall quality of the Company's financial reporting. We also received from PwC a written report relative to matters required by Auditing Standard No. 16, "Communications with Audit Committees," issued by the PCAOB, and discussed the report with PwC and management. During 2015, we monitored the qualifications, performance, effectiveness and independence of PwC, the Company's independent registered public accounting firm for such year. In that regard, we received from PwC, and discussed with it, a written report required by applicable requirements of the PCAOB regarding PwC's communications with us concerning PwC's independence. Based upon these reviews and discussions and in reliance upon them, we recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2015.

We also approved PwC as the Company's independent registered public accounting firm for 2016, which approval has been ratified by the Board and is being recommended for ratification by shareholders at the 2016 Annual Meeting of Shareholders.

Audit Committee

Scott E. Kuechle, Chair
Eileen S. Kraus
George E. Minnich
Thomas W. Rabaut

This report shall not be deemed to be incorporated by reference by any general statement incorporating this proxy statement by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, as amended, and shall not otherwise be deemed filed under such statutes.

PROPOSAL 4
SHAREHOLDER PROPOSAL TO ELECT EACH DIRECTOR ANNUALLY

Background

William Steiner, 112 Abbottsford Gate, Piermont, New York 10968 (the “Proponent”), has submitted a proposal for consideration at the Annual Meeting (the “Shareholder Proposal”). By letter, dated October 29, 2015, the Proponent’s broker, TD Ameritrade, Inc., confirmed that, since July 1, 2014 through October 29, 2015, the Proponent had continuously held “no less than 100 shares” of the common stock, par value $1.00 per share, of the Company, and the Proponent has affirmed his intention to continue to hold those securities through the date of the Annual Meeting. The applicable rules of the Securities and Exchange Commission, therefore, require the Company to include the Shareholder Proposal, including the caption and supporting statement submitted by the Proponent, in this Proxy Statement exactly as submitted by the Proponent. The Company disclaims any and all responsibility for the content of the Shareholder Proposal and the supporting statement. The Shareholder Proposal will be voted on at the Annual Meeting only if properly presented at the Annual Meeting.

Shareholder Proposal

Proposal 4 - Elect Each Director Annually

RESOLVED, shareholders ask that our Company take the steps necessary to reorganize the Board of Directors into one class with each director subject to election each year.

Although our company can adopt this proposal topic in one-year and the proponent is in favor of a one-year implementation, this proposal allows the option to phase it in over 3-years.

Arthur Levitt, former Chairman of the Securities and Exchange Commission said, “In my view it's best for the investor if the entire board is elected once a year. Without annual election of each director shareholders have far less control over who represents them.”

A total of 79 S&P 500 and Fortune 500 companies, with aggregate market capitalization of one trillion dollars, adopted this topic in 2012 and 2013. Annual elections are widely viewed as a corporate governance best practice. Annual election of each director could make directors more accountable, and thereby contribute to improved performance and increased company value.

Please vote to enhance shareholder value:

Elect Each Director Annually - Proposal 4

Board Response to Shareholder Proposal

The Board of Directors currently consists of eleven directors divided into three classes consisting of three or four directors per class. One class is elected at each annual meeting of shareholders for a term of three years. The classified board structure is set forth in the Amended and Restated Certificate of Incorporation of the Company that was approved by the holders of the Company's voting stock in connection with the 2005 recapitalization of the Company (the “2005 Recapitalization Transaction”). The Board has carefully considered the Shareholder Proposal and has determined that the classified board structure continues to serve the best interests of both the Company and its shareholders. For the following reasons, the Board unanimously recommends that shareholders vote "AGAINST" the Shareholder Proposal.

Recent studies provide empirical evidence that classified boards may be more effective at long-term value creation. Recent studies suggest that classified boards better serve the interests of shareholders than declassified boards. A 2014 study that looked at 3,023 companies from 1978 to 2011 concluded that "firm value goes up upon the adoption of a staggered board and goes down upon removal of a staggered board," a result that the authors note is "robust and both economically and statistically significant." K.J. Martijn Cremer, Lubomir Litov, & Simone M. Sepe, Staggered Boards and Firm Value, Revisited, July 14, 2014, at pages 4-5 and 33. Additionally, these results appear to be "consistent with the literature suggesting that staggered boards provide a value-increasing measure of stability and continuity." Id. at 8. Another 2014 study of 384 firms with classified boards that opted to declassify from 1991 through 2011 found an association between declassification of a board and declines in long-term accounting performance, "consistent with the reduced incentive horizon for directors following destaggering" and that declassification "could lead to managerial short-termism and less effective board monitoring." Weili Ge, Lloyd Tanlu, &, Jenny Li Zhang, Board Destaggering: Corporate Governance Out of Focus?, April 18, 2014, at pages 4 and 5.

The Company's own financial performance and resulting total return to shareholders since the implementation of the classified board structure support the conclusion that classified boards better support long-term valuation creation. As noted above, the classified board provisions set forth in the Amended and Restated Certificate of Incorporation of the Company were implemented in connection with the 2005 Recapitalization Transaction, which became effective on November 3, 2005. The Company's strong financial performance and resulting total return to shareholders since that date demonstrate that the Company's directors know how to best drive long-term value creation. The following chart shows the hypothetical growth of a $10,000 investment in the Company as compared to the Russell 2000 and S&P 500 Indices from January 1, 2006 through December 31, 2015, assuming the reinvestment of all dividends.

A classified board enhances long-term value creation and protects against single interest shareholders and "hit-and-run" activists. The Board believes that the current classified board structure enhances the Board's ability to focus on the long-term best interests of the Company and its shareholders, a focus that is expressly authorized by Connecticut law and that the Board believes is in the best interests of Kaman. The ability to undertake and see through to completion long-term initiatives is essential to the Board's ability to create shareholder value over a sustained period of time. If all of our Directors were subject to being replaced every year, they (or their successors in office) may be more susceptible to the potential influence of special and single interest shareholders and "hit-and-run" activists who might have short-term agendas to take actions that are not in the long-term best interests of the Company. A classified board allows directors to function with greater independence and long-term perspective, which is critical to making decisions that are in the best long-term interests of the Company and its shareholders.

A classified board is more effective against potentially abusive takeover tactics. The classified board structure reduces the Company’s vulnerability to abusive takeover tactics, such as an inadequate and/or highly conditioned offer combined with a proxy fight to replace the entire Board at one meeting. Under the current classified board structure, unless a potential bidder successfully conducts a proxy fight at two annual meetings resulting in the replacement of a majority of the Board, the bidder necessarily would have to present its proposal to a Board composed of at least a majority of independent and seasoned directors -- directors who are well positioned to consider carefully whether and when to explore a potential change-of-control transaction, weighing the timing of any proposal against the time horizon for the Company’s plans. And if the Board determined to explore a proposed change-in-control transaction, it would be better positioned to seek to maximize value for shareholders armed with deep knowledge of Kaman's plans as developed over an extended time frame. Finally, a classified board structure does not preclude shareholders from gaining representation on the Board given that approximately one-third of the directors stand for election each year.

A classified board maintains greater institutional memory. A classified board is designed to ensure that the majority of the directors at any time will have prior experience and institutional knowledge of the long-term interests of the Company, which in turn allows the directors to provide a more informed perspective to both management and other directors. The Board currently is composed of eleven members, who collectively have extensive experience in the aerospace, engineering, distribution and technology industries and a combined 120 years of Board service to Kaman. The Board believes this combination of deep understanding of Kaman-related industries and long-standing familiarity with Kaman and its operations establishes the best environment for effective long-term corporate planning by the Board, a critical aspect for promoting enhanced shareholder value at the Company. In addition, in-depth knowledge and institutional memory increases directors' independence because directors are able to draw on their own and each other's seasoned perspectives, in addition to management’s perspectives, when making decisions. At the same time, the classified board structure has not served to impede the Board's ability to add new members. Seven out of ten directors continuing in office after the date of the Annual Meeting were first appointed to the Board within the past nine years, and two new directors have been appointed since 2013.

The proposal does not explicitly list any reasons why an annually-elected board would be especially valuable to Kaman. The Shareholder Proposal does not provide any reasons why declassifying the Board would enhance shareholder value or be especially beneficial to Kaman. The Board is aware that there has been a recent trend towards declassification, mainly due to pressures from proxy advisory services and some shareholder activists who state that classified boards reduce directors’ accountability and give shareholders less control. However, declassification is not a one-size-fits-all option that should be applied without regard to the specific facts and circumstances of each company, and there is no reason to believe that Kaman's directors are insufficiently accountable or that its shareholders have insufficient control. Moreover, as noted above, recent studies suggest that classified boards better serve the interests of shareholders than declassified boards.

The Company’s shareholders approved the implementation of the classified board structure. The classified board structure was implemented in connection with the 2005 Recapitalization Transaction that combined two then-existing classes of common stock into a single class of voting common stock. Immediately prior to the transaction, the holders of the Company’s voting stock approved an Amended and Restated Certificate of Incorporation, which included the classified board provisions. Since then, all shareholders who have invested in Kaman have had the benefit of the classified board structure.

Board Recommendation

For the foregoing reasons, the Board of Directors believes declassification is not in the best interests of Kaman and our shareholders, and unanimously recommends a vote “AGAINST” the proposal to declassify the Board of Directors.

Required Vote

The Shareholder Proposal 4 will be approved if more votes are cast “FOR” the proposal than are cast “AGAINST” the proposal, assuming a quorum is present. Abstentions and broker non-votes will not be counted as votes cast and will have no effect on the results of the voting, although they will count towards the presence of a quorum.

Recommendation Only

Shareholders should be aware that the Shareholder Proposal is simply a request that the Board take the action stated in the proposal and is not binding on the Board. Shareholder approval will not, in and of itself, result in the declassification of the Board or the annual election of Directors. Under Connecticut law, the declassification of the Board can only be effectuated through an amendment to the Company's Amended and Restated Certificate of Incorporation, which would need to be approved by the Board of Directors and then submitted to shareholders for their approval. In order to be approved by shareholders, any such amendment would require the favorable vote of at least two-thirds of the outstanding shares of the Company's common stock. Only in the event that the Shareholder Proposal is approved by shareholders at the Annual Meeting would the Board consider whether, when and how to submit to shareholders an amendment to the Amended and Restated Certificate of Incorporation declassifying the Board of Directors.

FOR THE REASONS SET FORTH ABOVE, THE BOARD OF DIRECTORS
UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE
"AGAINST" THE SHAREHOLDER PROPOSAL

SHAREHOLDER PROPOSALS FOR 2017 ANNUAL MEETING

Pursuant to SEC rules, proposals of shareholders intended to be included in the Company's 2017 proxy materials and submitted for action at the 2017 Annual Meeting of Shareholders must be received by the Company at its corporate headquarters, 1332 Blue Hills Avenue, Bloomfield, Connecticut 06002 on or before November 4, 2016. Pursuant to SEC rules and the Company's Bylaws, shareholders who wish to present a proposal at the 2017 Annual Meeting of Shareholders, when such proposal is not intended to be included in the Company's proxy materials relating to that meeting, or submit a nomination for director, must give advance notice to the Company at its corporate headquarters, 1332 Blue Hills Avenue, Bloomfield, Connecticut 06002 on or before February 4, 2017, but no earlier than January 20, 2017, which is the period not less than 75 days, nor more than 90 days, prior to the first anniversary of the Company's annual meeting of shareholders to be held on April 20, 2016. Please review the Company's Bylaws which contain additional advance notice requirements, including with respect to advance notice of shareholder proposals and Director nominations. These requirements are briefly summarized on page 11.

ALL SHAREHOLDERS ARE CORDIALLY INVITED TO ATTEND THE ANNUAL MEETING.
IF YOU CANNOT ATTEND THE ANNUAL MEETING, PLEASE VOTE YOUR SHARES.
YOUR VOTE IS IMPORTANT!

EXHIBIT I

NATIONAL SURVEY DATA USED BY
INDEPENDENT COMPENSATION CONSULTANT
FOR 2015 MARKET REPORT

Surveys	Compensation Element: Base Salary	Annual Bonus Target	Long-term Compensation Target	Approximate Number of Participants	Nature of Participants
AonHewitt — Executive Compensation Survey	X	X	X	654	Fortune 1000 Companies
Equilar — Executive Compensation Survey	X	X	X	3,000	Russell 3000 Companies

PEER GROUP COMPANIES
USED BY INDEPENDENT COMPENSATION CONSULTANT
FOR 2015 MARKET REPORT†

ISS Peer Group	Company Peer Group	Equilar Peer Group
A. Schulman, Inc.	A. Schulman, Inc.	AAR Corp.
AAR Corp.	AAR Corp.	Alliant Techsystems Inc.
Air Lease Corporation	Albany International Corp.	Applied Industrial Technologies, Inc.
Aircastle Limited	Alliant Techsystems Inc.	B/E Aerospace Inc.
Albany International Corp.	Applied Industrial Technologies, Inc.	Barnes Group, Inc.
Applied Industrial Technologies, Inc.	Barnes Group, Inc.	Curtiss-Wright Corporation
Barnes Group, Inc.	Callaway Golf Company	Esterline Technologies Corporation
Beacon Roofing Supply, Inc.	Curtiss Wright Corporation	GenCorp Inc.
Curtiss-Wright Corporation	Esterline Technologies Corporation	Hexcel Corporation
Ducommon Incorporated	H.B. Fuller Company	Moog Inc.
DXP Enterprises, Inc.	HEICO Corporation	Teledyne Technologies Incorporated
Esterline Technologies Corporation	Hexcel Corporation	Triumph Group, Inc.
Fastenal Company	Loral Space & Communications	TransDigm Group Incorporated
GATX Corporation	Moog Inc.	Wesco Aircraft Holdings, Inc.
H&E Equipment Services, Inc.	Nordson Corporation	Woodward, Inc.
H.B. Fuller Company	Plexus Corp.	
HEICO Corporation	Stepan Company	
Hexcel Corporation	Superior Industries International, Inc.	
MSC Industrial Direct Co, Inc.	Teledyne Technologies Incorporated	
Nordson Corporation	Triumph Group, Inc.	
Stepan Company	Tupperware Brands Corporation	
Teledyne Technologies Incorporated	Woodward, Inc.	
Titan Machinery Inc.		
Woodward, Inc.		

† Companies shown in blue are included in the Company Peer Group.