

HECKMANN RICHARD J

Form 4

May 24, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HECKMANN RICHARD J

(Last) (First) (Middle)

5818 EL CAMINO REAL

(Street)

CARLSBAD, CA 92008

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
K2 INC [KTO]

3. Date of Earliest Transaction
(Month/Day/Year)
05/23/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) below)

Executive Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	05/23/2007		F	(A) or (D) D	4,766 (1) \$ 15.24	333,334	D
Common Stock					32	I	by ESOP
Common Stock					10,000	I	by IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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SEC 1474
(9-02)

number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Non-Qualified Stock Option (right to buy)	\$ 7.13					01/04/2000 01/04/2010	Common Stock 10,000
Non-Qualified Stock Option (right to buy)	\$ 7.3					01/02/2002 01/02/2012	Common Stock 5,000
Non-Qualified Stock Option (right to buy)	\$ 7.45					04/01/2004 04/01/2013	Common Stock 150,000
Non-Qualified Stock Option (right to buy)	\$ 7.75					01/05/2001 01/05/2011	Common Stock 5,000
Non-Qualified Stock Option (right to buy)	\$ 10.63					01/04/2000 01/04/2009	Common Stock 500
Non-Qualified Stock Option (right to buy)	\$ 11.15					05/23/2007 05/23/2016	Common Stock 100,000
Non-Qualified Stock Option (right to buy)	\$ 12.09					03/21/2008 03/21/2017	Common Stock 100,000
Non-Qualified Stock Option (right to buy)	\$ 12.51					04/28/2006 04/28/2015	Common Stock 100,000
Non-Qualified Stock Option (right to buy)	\$ 13.69					05/18/2005 05/18/2014	Common Stock 250,000
Non-Qualified Stock Option	\$ 21.5					01/02/1999 01/02/2008	Common Stock 1,000

(right to buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HECKMANN RICHARD J 5818 EL CAMINO REAL CARLSBAD, CA 92008	X		Executive Chairman	

Signatures

By: Mark A. Rosebrock For: Richard J. Heckmann 05/24/2007

____Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Shares withheld and not issued to satisfy certain tax withholding obligations incident to the vesting on May 23, 2007 of one-third of the performance-based restricted stock units granted on May 23, 2006 under the K2 Inc. 2006 Long-Term Incentive Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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