

HECKMANN RICHARD J
Form 4
May 24, 2007

FORM 4

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

OMB APPROVAL

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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

(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)
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)
				(A) or (D) Code V Amount Price			
Common Stock	05/23/2007		F	(1) 4,766 \$ 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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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 of 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.