

KITS VAN HEYNINGEN MARTIN
 Form 4
 March 04, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
KITS VAN HEYNINGEN MARTIN

2. Issuer Name and Ticker or Trading Symbol
KVH INDUSTRIES INC \DE\ [KVHI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)
 CEO/Chairman BOD

KVH INDUSTRIES, INC., 50 ENTERPRISE CENTER

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

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

(Street)

MIDDLETOWN, RI 02842

(City) (State) (Zip)

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)
			Code	V Amount (D) Price			
Common Stock	02/28/2008		A ⁽¹⁾	25,000 A \$ 0	285,645	D	
Common Stock	02/28/2008		A ⁽²⁾	25,000 A \$ 0	310,645	D	
Common Stock					6,287	I	By Spouse

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

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SEC 1474 (9-02)

displays a currently valid OMB control 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)	8. P
Employee Stock Options-Right to Buy	(3)					(3) (3)	Common Stock (3)	
Employee Stock Options-Right to Buy	(3)					(3) (3)	Common Stock (3)	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KITS VAN HEYNINGEN MARTIN KVH INDUSTRIES, INC. 50 ENTERPRISE CENTER MIDDLETOWN, RI 02842	X		CEO/Chairman BOD	

Signatures

Martin Kits van Heyningen 03/04/2008

__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)

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Restricted stock grant issued pursuant to the terms & conditions of KVH Industries' 2006 Stock Incentive Plan. Restricted stock grant will vest annually in four equal installments, the first of which will vest on 2/28/09, provided that (A) the revenue of the Company for the year ending December 31, 2008, is at least 20% higher than the Company revenue for the year ended December 31, 2007; and (B) the executive is employed by the Company at the time of vesting.

- (2) Restricted stock grant issued pursuant to the terms & conditions of KVH Industries' 2006 Stock Incentive Plan. Grant vests annually in four equal installments, the first of which will vest on 2/28/09, provided the executive is employed by the Company at the time of vesting.
- (3) Not applicable.
- (4) Represents total vested/unexercised options "beneficially owned".
- (5) Represents total vested/unexercised options "beneficially owned" by spouse.

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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