

K2 INC  
Form 4  
May 24, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**HERNREICH ROBIN E**

(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)  
**05/23/2006**

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)

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)			
			Code	V	Amount or Price					
Common Stock	05/23/2006		A		4,500 (1)	A	\$ 0	49,650	D	
Common Stock							5,000		I	by Charitable Found.
Common Stock							2,500		I	by Pension Plan
Common Stock							10,000		I	by Trust

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

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(9-02)

**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 Security (Instr. 3 and 4)	8. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 11.15	05/23/2006		A	10,000	05/23/2007 05/23/2016	Common Stock	10,000	
Non-Qualified Stock Option (right to buy)	\$ 7.13					04/28/2000 04/28/2010	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)	\$ 7.75					01/05/2001 01/05/2011	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 10.06					01/23/2003 01/23/2013	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 12.51					04/28/2005 04/28/2015	Common Stock	7,000	
Non-Qualified Stock Option (right to buy)	\$ 13.69					05/19/2004 05/18/2014	Common Stock	5,000	
Non-Qualified Stock Option (right to buy)	\$ 15.34					01/06/2004 01/05/2014	Common Stock	5,000	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HERNREICH ROBIN E 5818 EL CAMINO REAL CARLSBAD, CA 92008	X			

## Signatures

By: Mark A Rosebrock For: Robin E  
Hernreich 05/24/2006

\_\_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) Restricted stock unit grant under the K2 Inc. 2006 Long-Term Incentive Plan subject to a one year vesting period.

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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