

KITS VAN HEYNINGEN MARTIN

Form 4

March 13, 2009

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

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(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)

KVH INDUSTRIES, INC., 50
ENTERPRISE CENTER

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/11/2009

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

MIDDLETOWN, RI 02842

(City) (State) (Zip)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/11/2009		A ⁽¹⁾		50,000	A	\$ 0	332,937	D	
Common Stock	03/11/2009		A ⁽²⁾		25,000	A	\$ 0	357,937	D	
Common Stock	03/11/2009		A ⁽³⁾		25,000	A	\$ 0	382,937	D	
Common Stock								7,711	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)

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 Der Sec (Ins	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options-Right to Buy	(4)					(4)	(4)	Common Stock	(4)
Employee Stock Options-Right to Buy	(4)					(4)	(4)	Common Stock	(4)

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 03/13/2009

__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).

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 3/11/2010, provided the executive is employed by the Company at the time of vesting.

Restricted stock grant issued pursuant to the terms & conditions of KVH Industries' 2006 Stock Incentive Plan. Restricted stock will vest annually in four equal installments, the first of which will vest on 3/11/2010, contingent upon (A) achieving two specific mini-VSAT sales objectives in 2009; and (B) the executive is employed by the Company at the time of vesting.

Restricted stock grant issued pursuant to the terms & conditions of KVH Industries' 2006 Stock Incentive Plan. Restricted stock will vest annually in four equal installments, the first of which will vest on 3/11/2010, contingent upon (A) achieving certain fiber optic gyro production output targets in 2009; and (B) the executive is employed by the Company at the time of vesting.

(4) Not applicable.

(5) Represents total vested/unexercised options "beneficially owned".

(6) 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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