

KITS VAN HEYNINGEN MARTIN  
 Form 4  
 February 24, 2011

**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)  
**KVH INDUSTRIES, INC., 50 ENTERPRISE CENTER**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/22/2011**

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

**MIDDLETOWN, RI 02842**

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

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/22/2011		J <sup>(1)</sup>	9,038 A \$ 10.54	407,691	D	
Common Stock	02/22/2011		S <sup>(2)</sup>	7,516 D \$ 15.23	400,175	D	
Common Stock	02/22/2011		A <sup>(3)</sup>	25,000 A \$ 0	425,175	D	
Common Stock					9,369	I	By Spouse

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 Underlying (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Options-Right to Buy	\$ 10.54	02/22/2011		J <sup>(4)</sup>	9,038	02/22/2010	02/22/2011			Common Stock
Employee Stock Options-Right to Buy	\$ 14.4	02/22/2011		J <sup>(5)</sup>	50,000	02/22/2012 <sup>(6)</sup>	02/22/2016			Common Stock
Employee Stock Options-Right to Buy	<sup>(8)</sup>					<sup>(8)</sup>	<sup>(8)</sup>			Common Stock

## 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  
02/24/2011

     \*\*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 acquired via the exercise of an expiring stock option pursuant to the terms & conditions of the company's 2003 Incentive & Non-qualified Stock Option Plan.

(2) Shares sold to pay the exercise price & taxes owed on an expiring non-qualified stock option.

Restricted stock grant issued pursuant to the terms & conditions of KVH Industries' 2003 Incentive & Non-qualified Stock Option Plan.  
(3) Grant vests annually in four equal installments, the first of which will vest on 2/22/12, provided the executive is employed by the Company at the time of vesting.

(4) Exercise of an expiring stock option pursuant to the terms & conditions of the company's 2003 Incentive & Non-qualified Stock Option Plan.

Non-qualified stock option grant issued pursuant to the terms & conditions of KVH Industries' 2003 Incentive & Non-qualified Stock Option Plan. Grant vests annually in four equal installments, the first of which will vest on 2/22/12, provided the executive is employed by the Company at the time of vesting.

(6) Stock option grant vests in 4 equal installments (12500 on 2/22/2012; 12500 on 2/22/2013; 12500 on 2/22/2014; 12500 on 2/22/2015).

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

(8) Not applicable.

(9) 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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