GRAHAM CORP
Form 4
June 03, 2013

# 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 *
Condame Jennifer R

(Last) (First) (Middle)

C/O GRAHAM CORPORATION, 20 FLORENCE AVENUE

(Street)

BATAVIA, NY 14020

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
GRAHAM CORP [GHM]

3. Date of Earliest Transaction (Month/Day/Year)
05/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
CAO and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 | 05/30/2013 | | A(1) | | 765 (1) | A | $ 0 | 7,797 (2) | D | |
| Common Stock | 05/30/2013 | | A(3) | | 1,530 (3) | A | $ 0 | 9,327 | D | |
| Common Stock | 05/30/2013 | | D(4) | | 546 (4) | D | $ 0 | 8,781 | D | |
| Common Stock | | | | | | | | 2,506 | I | See footnote (5) |

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. Pri Deriv Secur (Instr. |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (Right to Buy) | $ 7.976 (6) | | | | | | | 06/01/2010 | 06/01/2016 | Common Stock | 2,500 (6) | |
| Stock Option (Right to Buy) | $ 6.9 (6) | | | | | | | 05/31/2011 | 05/31/2017 | Common Stock | 4,974 (6) | |
| Stock Option (Right to Buy) | $ 30.875 (6) | | | | | | | 05/29/2012 | 05/29/2018 | Common Stock | 576 (6) | |
| Stock Option (Right to Buy) | $ 44.5 (6) | | | | | | | 07/31/2012 | 07/31/2018 | Common Stock | 1,000 (6) | |
| Stock Option (Right to Buy) | $ 15.22 (6) | | | | | | | 05/28/2012 | 05/28/2019 | Common Stock | 2,678 (6) | |
| Stock Option (Right to Buy) | $ 15.25 (6) | | | | | | | 05/20/2013 | 05/20/2020 | Common Stock | 1,609 (6) | |
| Stock | $ 18.65 | | | | | | | (7) | 05/30/2022 | Common | 3,127 | |

| | | | |
|---|---|---|---|
| Option (Right to Buy) | (7) | Stock | (7) |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Condame Jennifer R<br>C/O GRAHAM CORPORATION<br>20 FLORENCE AVENUE<br>BATAVIA, NY 14020 | | | CAO and Controller | |

# Signatures

| | |
|---|---|
| /s/ Jennifer R. Condame | 06/03/2013 |
| **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)** | This time-vested restricted stock award was granted under the Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value in a transaction exempt under Rule 16b-3. |
| **(2)** | Includes 379 shares acquired under the Graham Corporation Employee Stock Purchase Plan. |
| **(3)** | This performance-vested restricted stock award was granted under the Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value in a transaction exempt under Rule 16b-3 and is subject to forfeiture if certain vesting conditions are not met. The number of shares reported assumes maximum achievement of the performance criteria. |
| **(4)** | Shares forfeited under the terms of Ms. Condame's 5/20/10 performance-vested restricted stock award. |
| **(5)** | Shares held by the trustee of the Graham Corporation Employee Stock Ownership Plan and allocated to Ms. Condame's account, as to which Ms. Condame has sole voting power but no dispositive power, except in limited circumstances. |
| **(6)** | This option was previously reported by Ms. Condame. |
| **(7)** | This option was previously reported by Ms. Condame and is exercisable 33 1/3% per year over three years beginning on the first anniversary of the grant date. |

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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