

GRAHAM CORP  
Form 4  
March 05, 2014

**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)  
03/04/2014

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)  
CAO and Controller

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)
				(A) or (D)	Price		
Common Stock	03/04/2014		M	1,970	\$ 7.976	11,043	D
Common Stock	03/04/2014		S	6	\$ 36.17	11,037	D
Common Stock	03/04/2014		S	100	\$ 36.14	10,937	D
Common Stock	03/04/2014		S	189	\$ 36.12	10,748	D
Common Stock	03/04/2014		S	100	\$ 36.1	10,648	D

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Common Stock	03/04/2014	S	17	D	\$ 36.09	10,631	D	
Common Stock	03/04/2014	S	58	D	\$ 36.08	10,573	D	
Common Stock	03/04/2014	S	200	D	\$ 36.06	10,373	D	
Common Stock	03/04/2014	S	100	D	\$ 36.05	10,273	D	
Common Stock	03/04/2014	S	200	D	\$ 36.03	10,073	D	
Common Stock	03/04/2014	S	1,000	D	\$ 36	9,073	D	
Common Stock						2,506	I	See footnote (1)

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

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**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. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.976	03/04/2014		M	1,970	06/01/2010 06/01/2016	Common Stock	1,970
Stock Option (Right to Buy)	\$ 6.9 <sup>(2)</sup>					05/31/2011 05/31/2017	Common Stock	4,974 <sup>(2)</sup>
						05/29/2012 05/29/2018		576 <sup>(2)</sup>

Stock Option (Right to Buy)	\$ 30.875 <u>(2)</u>			Common Stock	
Stock Option (Right to Buy)	\$ 44.5 <u>(2)</u>	07/31/2012	07/31/2018	Common Stock	1,000 <u>(2)</u>
Stock Option (Right to Buy)	\$ 15.22 <u>(2)</u>	05/28/2012	05/28/2019	Common Stock	2,678 <u>(2)</u>
Stock Option (Right to Buy)	\$ 15.25 <u>(2)</u>	05/20/2013	05/20/2020	Common Stock	1,609 <u>(2)</u>
Stock Option (Right to Buy)	\$ 18.65 <u>(3)</u>	<u>(3)</u>	05/30/2022	Common Stock	3,127 <u>(3)</u>

## Reporting Owners

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

## Signatures

/s/ Jennifer R.  
Condame

03/05/2014

  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 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.
- (2) This option was previously reported by Ms. Condame.
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.