**GRAHAM CORP** Form 4 August 17, 2016

## FORM 4

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

**OMB APPROVAL** OMB

Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Condame Jennifer R			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	GRAHAM CORP [GHM]  ust) (First) (Middle) 3. Date of Earliest Transaction					
(Edst)	(Tilst)	(iviiduic)	(Month/Day/Year)	Director 10% Owner		
C/O GRAHAM CORPORATION, 20 FLORENCE AVENUE		ORENCE	08/16/2016	_X_ Officer (give title Other (specify below) CAO and Controller		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line)		

#### BATAVIA, NY 14020

(Month/Day/Year)	Applicable Line)
	_X_ Form filed by One Reporting Person
	Form filed by More than One Reporting
	Person

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y 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)		sed of 4 and (A) or	` '	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)
Common Stock	08/16/2016		M	4,974	A	\$ 6.9	23,144 (1)	D	
Common Stock	08/16/2016		S	4,974	D	\$ 18.0988 (2)	18,170	D	
Common Stock							2,506	I	See footnote (3)

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

### Edgar Filing: GRAHAM CORP - Form 4

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

D

# 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. Transacti Code (Instr. 8)	onof D Secu Acq (A) Disp (D)	or cosed of er. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 6.9 (4)	08/16/2016		M		4,974	05/31/2011	05/31/2017	Common Stock	4,974 (4)
Stock Option (Right to Buy)	\$ 30.875 (4)						05/29/2012	05/29/2018	Common Stock	576 <u>(4)</u>
Stock Option (Right to Buy)	\$ 44.5 <u>(4)</u>						07/31/2012	07/31/2018	Common Stock	1,000 (4)
Stock Option (Right to Buy)	\$ 15.22 (4)						05/28/2012	05/28/2019	Common Stock	2,678 (4)
Stock Option (Right to Buy)	\$ 15.25 (4)						05/20/2013	05/20/2020	Common Stock	1,609 (4)
Stock Option (Right to Buy)	\$ 18.65 (4)						05/30/2015	05/30/2022	Common Stock	3,127 ( <u>4)</u>

### Edgar Filing: GRAHAM CORP - Form 4

## **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. O8/17/2016

\*\*Signature of Reporting Date
Person

## **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) Includes 209 shares acquired under the Graham Corporation Employee Stock Purchase Plan.
  - The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.015 to \$18.214.
- (2) Ms. Condame undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- (3) 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.
- (4) This option was previously reported by Ms. Condame.

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.

Reporting Owners 3