

GRAHAM CORP  
Form 4  
August 03, 2005

**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 \*  
**LINES JAMES R**

(Last) (First) (Middle)  
**11 HILLSIDE PARKWAY**  
  
(Street)

**LANCASTER, NY 14086**

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
**08/01/2005**

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)  
**VP and General Manager**

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                    | 08/01/2005                           |  | M                              |   | 4,200   | A  | \$ 21.4375  |
| Common Stock                    | 08/01/2005                           |  | M                              |   | 3,000   | A  | \$ 11   |
| Common Stock                    | 08/01/2005                           |  | M                              |   | 3,000   | A  | \$ 11.7   |
| Common Stock                    | 08/01/2005                           |  | S                              |   | 3,700   | D  | \$ 35.9   |
| Common Stock                    | 08/01/2005                           |  | S                              |   | 1,500   | D  | \$ 35.85  |
| Common Stock                    | 08/01/2005                           |  | S                              |   | 1,500   | D  | \$ 35.85  |

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|              |            |   |       |   |          |       |                  |                         |
|--------------|------------|---|-------|---|----------|-------|------------------|-------------------------|
| Common Stock | 08/01/2005 | S | 700   | D | \$ 35.41 | 4,300 | D                |                         |
| Common Stock | 08/01/2005 | S | 1,800 | D | \$ 35.4  | 2,500 | D                |                         |
| Common Stock | 08/01/2005 | S | 200   | D | \$ 35.1  | 2,300 | D                |                         |
| Common Stock | 08/01/2005 | S | 1,600 | D | \$ 35.01 | 700   | D                |                         |
| Common Stock | 08/01/2005 | S | 700   | D | \$ 35    | 0     | D                |                         |
| Common Stock |            |   |       |   |          | 1,114 | I <sup>(1)</sup> | See footnote <u>(1)</u> |

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 Amount of Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to Buy)                      | \$ 21.4375   | 08/01/2005                           |  | M                              | 4,200   | 04/24/1998 10/23/2007                                    | Common Stock  | 4,200 <u>(2)</u>              |
| Option (Right to Buy)                      | \$ 11  | 08/01/2005                           |  | M                              | 3,000   | 05/03/2001 11/02/2010                                    | Common Stock  | 3,000 <u>(2)</u>              |
| Option (Right to Buy)                      | \$ 11.7  | 08/01/2005                           |  | M                              | 3,000   | 01/27/2002 07/26/2011                                    | Common Stock  | 3,000 <u>(2)</u>              |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| LINES JAMES R<br>11 HILLSIDE PARKWAY<br>LANCASTER, NY 14086 |               |           | VP and General Manager |       |

## Signatures

James R. Lines                      08/03/2005

\_\_Signature of                      Date  
Reporting 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) Shares held by the trustee of the Graham Corporation Employee Stock Ownership Plan and allocated to Mr. Lines's account, as to which Mr. Lines has sole voting power but no dispositive power, except in limited circumstances.
- (2) This option was previously reported by Mr. Lines.

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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