

GRAHAM CORP

Form 4

June 02, 2017

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Condamé 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)

05/31/2017

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 05/31/2017                              |                                                             | A <sup>(1)</sup>         | (A)<br>or<br>(D)<br>1,412<br>(1)                                           | \$ 0 21,656                                                                                                        | D                                                                    |                                                                   |
| Common<br>Stock                       | 05/31/2017                              |                                                             | A <sup>(2)</sup>         | (A)<br>or<br>(D)<br>2,824<br>(2)                                           | \$ 0 24,480                                                                                                        | D                                                                    |                                                                   |
| Common<br>Stock                       | 05/31/2017                              |                                                             | D <sup>(3)</sup>         | (A)<br>or<br>(D)<br>1,368<br>(3)                                           | \$ 0 23,112                                                                                                        | D                                                                    |                                                                   |
| Common<br>Stock                       | 05/31/2017                              |                                                             | D <sup>(4)</sup>         | (A)<br>or<br>(D)<br>1,720<br>(4)                                           | \$ 0 21,392                                                                                                        | D                                                                    |                                                                   |

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

**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.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                        | 8. Price<br>Paid<br>for<br>Deriv<br>Secur<br>(Instr. |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|----------------------------------------|------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of<br>Shares |                                                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 30.875<br>(5)                                                   |                                         |                                                             |                                      |                                                                                                                    | 05/29/2012                                                     | 05/29/2018         | Common<br>Stock                                                     | 576 (5)                                |                                                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 44.5 (5)                                                        |                                         |                                                             |                                      |                                                                                                                    | 07/31/2012                                                     | 07/31/2018         | Common<br>Stock                                                     | 1,000<br>(5)                           |                                                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.22<br>(5)                                                    |                                         |                                                             |                                      |                                                                                                                    | 05/28/2012                                                     | 05/28/2019         | Common<br>Stock                                                     | 2,678<br>(5)                           |                                                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 15.25<br>(5)                                                    |                                         |                                                             |                                      |                                                                                                                    | 05/20/2013                                                     | 05/20/2020         | Common<br>Stock                                                     | 1,609<br>(5)                           |                                                      |
| Stock<br>Option<br>(Right to<br>Buy)                | \$ 18.65<br>(5)                                                    |                                         |                                                             |                                      |                                                                                                                    | 05/30/2015                                                     | 05/30/2022         | Common<br>Stock                                                     | 3,127<br>(5)                           |                                                      |

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Condamine Jennifer R  
C/O GRAHAM CORPORATION  
20 FLORENCE AVENUE  
BATAVIA, NY 14020

CAO and Controller

## Signatures

/s/ Jennifer R.  
Condamine

06/01/2017

\_\_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) 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 and is subject to forfeiture if certain vesting conditions are not met. The number of shares reported assumes maximum achievement of the performance criteria.

- (3) Shares forfeited under the terms of Ms. Condamine's 5/29/14 performance-vested restricted stock award.

- (4) Shares forfeited under the terms of Ms. Condamine's 5/28/15 performance-vested restricted stock award.

- (5) This option was previously reported by Ms. Condamine.

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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