

GRAHAM CORP
Form 4
December 14, 2011

FORM 4

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

OMB APPROVAL

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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)

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)
12/12/2011

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)
President and CEO

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 | 12/12/2011 | | M | | 7,500 | A | \$ 7.976 |
| Common Stock | 12/12/2011 | | M | | 3,750 | A | \$ 6.84 |
| Common Stock | 12/12/2011 | | M | | 9,894 | A | \$ 6.9 |
| Common Stock | 12/12/2011 | | M | | 3,948 | A | \$ 15.22 |
| Common Stock | 12/12/2011 | | M | | 1,546 | A | \$ 15.25 |
| | | | | | | | 41,426 ⁽¹⁾ ⁽²⁾ |
| | | | | | | | 55,070 |
| | | | | | | | 59,018 |
| | | | | | | | 60,564 |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|--------|---|------------------|
| Common Stock | 12/12/2011 | S | 638 | D | \$ 22.92 | 59,926 | D | |
| Common Stock | 12/12/2011 | S | 2,700 | D | \$ 22.89 | 57,226 | D | |
| Common Stock | 12/12/2011 | S | 4,300 | D | \$ 22.88 | 52,926 | D | |
| Common Stock | 12/12/2011 | S | 2,300 | D | \$ 22.87 | 50,626 | D | |
| Common Stock | 12/12/2011 | S | 6,500 | D | \$ 22.86 | 44,126 | D | |
| Common Stock | 12/12/2011 | S | 10,200 | D | \$ 22.85 | 33,926 | D | |
| Common Stock | | | | | | 5,570 | I | See footnote (3) |

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 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 | 12/12/2011 | | M | 7,500 | 06/01/2010 06/01/2016 | Common Stock | 7,500 (4) |
| Stock Option (Right to Buy) | \$ 6.84 | 12/12/2011 | | M | 3,750 | 07/27/2010 07/27/2016 | Common Stock | 3,750 (4) |
| | \$ 6.9 | 12/12/2011 | | M | 9,894 | 05/31/2011 05/31/2017 | | |

| | | | | | | | | | | |
|--------------------------------------|-----------|------------|--|---|------------|------------|-----------------|---------------------|-----------------|---------------------|
| Stock Option (Right to Buy) | | | | | | | Common Stock | 9,894 <u>(4)</u> | | |
| Stock Option (Right to Buy) | \$ 30.875 | | | | <u>(5)</u> | 05/29/2018 | Common Stock | 2,532 <u>(5)</u> | | |
| Stock Option (Right to Buy) | \$ 15.22 | 12/12/2011 | | M | | 3,948 | <u>(6)</u> | 05/28/2019 | Common Stock | 3,948 <u>(6)</u> |
| Stock Option (Right to Buy) | \$ 15.25 | 12/12/2011 | | M | | 1,546 | <u>(7)</u> | 05/20/2020 | Common Stock | 1,546 <u>(7)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| LINES JAMES R C/O GRAHAM CORPORATION 20 FLORENCE AVENUE BATAVIA, NY 14020 | X | | President and CEO | |

Signatures

/s/James R.
Lines

12/14/2011

 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).
- Mr. Lines previously reported his 5/26/2011 performance-vested restricted stock award assuming target achievement of the performance criteria (2,612 shares). The award provides if maximum achievement is realized, the number of shares would double. The number of shares reported by Mr. Lines as beneficially owned has been adjusted to assume maximum achievement of the performance criteria.
- (1) Includes an additional 1,250 shares acquired under the Graham Corporation Employee Stock Purchase Plan.
 - (2) 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.
 - (3) This option was previously reported by Mr. Lines.
 - (4) This option was previously reported by Mr. Lines and is exercisable pro rata on the first, second, third and fourth anniversaries of the 5/29/08 grant date.
 - (5) This option was previously reported by Mr. Lines and is exercisable 33 1/3% per year over three years beginning on the first anniversary of the 5/28/09 grant date.
 - (6)

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- (7) This option was previously reported by Mr. Lines and is exercisable 33 1/3% per year over three years beginning on the first anniversary of the 5/20/10 grant date.

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