

MERRIMAC INDUSTRIES INC

Form 4

February 03, 2010

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 *
CRANE CO /DE/

2. Issuer Name **and** Ticker or Trading
Symbol
MERRIMAC INDUSTRIES INC
[MRM]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
100 FIRST STAMFORD PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/03/2010

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

STAMFORD, CT 06902

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/03/2010	02/03/2010	P		1,692,877	A	\$ 16 2,796,642
						D	(1) (2)

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRANE CO /DE/ 100 FIRST STAMFORD PLACE STAMFORD, CT 06902		X		
Crane Merger Co. 100 FIRST STAMFORD PLACE STAMFORD, CT 06902		X		

Signatures

/s/ Timothy J. MacCarrick, Crane Co. Timothy J. MacCarrick, Chief Financial Officer 02/03/2010

Signature of Reporting Person _____ Date _____

/s/ Timothy J. MacCarrick, Crane Merger Co. Timothy J. MacCarrick, Vice President 02/03/2010

**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) These shares are directly beneficially owned by Crane Merger Co., a wholly owned subsidiary of Crane Co., pursuant to its completion of a tender offer for all outstanding shares of common stock of Merrimac Industries, Inc., which expired on February 2, 2010 at 12:00 midnight (EST). As of the expiration of the tender offer, approximately 2,773,480 shares were validly tendered and not properly withdrawn, and the depositary for the tender offer has also received commitments to tender 23,162 additional shares under the tender offer's guaranteed delivery procedures. The number of shares on this Form 4 represents the shares acquired in the tender offer less the shares already deemed beneficially owned prior to the completion of the tender offer, as described on the Form 3 of Crane Co. and Crane Merger Co. filed on January 4, 2010.

(2) For more information, see Amendment No. 6 to the Schedule TO of Crane Co. and Crane Merger Co. filed with the Securities and Exchange Commission on February 3, 2010.

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.