

Condamé Jennifer R
Form 4
June 01, 2018

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

OMB
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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)

05/30/2018

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) 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 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)
Common Stock	05/30/2018		A ⁽¹⁾	(A) or (D) Amount 1,170 (1) Price \$ 0	21,446	D	
Common Stock	05/30/2018		A ⁽²⁾	(A) or (D) Amount 2,340 (2) Price \$ 0	23,786	D	
Common Stock	05/31/2018		F	(A) or (D) Amount 169 (3) Price \$ 25.51	23,617	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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. Pri Deriv Secur (Instr.
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy)	\$ 44.5 ⁽⁴⁾					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 ⁽⁴⁾	

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Condamé Jennifer R C/O GRAHAM CORPORATION 20 FLORENCE AVENUE BATAVIA, NY 14020	CAO and Controller

Signatures

/s/ Jennifer R.
Condamine

06/01/2018

__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 performance-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 withheld to cover tax withholding obligations upon the vesting of a restricted stock award.

- (4) 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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