

GRAHAM CORP  
Form 4  
June 02, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)

**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  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 05/31/2017                           |  | A <sup>(1)</sup>               | V Amount (A) or (D) Price<br>7,274<br><u>(1)</u>                  | \$ 0 88,731   | D  |                                   |
| Common Stock                    | 05/31/2017                           |  | A <sup>(2)</sup>               | V Amount (A) or (D) Price<br>14,548<br><u>(2)</u>                 | \$ 0 103,279  | D  |                                   |
| Common Stock                    | 05/31/2017                           |  | D <sup>(3)</sup>               | V Amount (A) or (D) Price<br>5,206<br><u>(3)</u>                  | \$ 0 98,073   | D  |                                   |
| Common Stock                    | 05/31/2017                           |  | D <sup>(4)</sup>               | V Amount (A) or (D) Price<br>6,550<br><u>(4)</u>                  | \$ 0 91,523   | D  |                                   |

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

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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)

| 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. Priority (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                  | Amount or Number of Shares |
| Stock Option (Right to Buy)                | \$ 30.875<br>(5)                                       |                                      |  |                                |   | 05/29/2012   | 05/29/2018  | Common Stock           | 2,532<br>(5)               |
| Stock Option (Right to Buy)                | \$ 15.22<br>(5)  |                                      |  |                                |   | 05/28/2012   | 05/28/2019  | Common Stock           | 1,974<br>(5)               |
| Stock Option (Right to Buy)                | \$ 15.25<br>(5)  |                                      |  |                                |   | 05/20/2013   | 05/20/2020  | Common Stock           | 3,092<br>(5)               |
| Stock Option (Right to Buy)                | \$ 18.65<br>(5)  |                                      |  |                                |   | 05/30/2015   | 05/30/2022  | Common Stock           | 10,894<br>(5)              |

## Reporting Owners

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

## Signatures

/s/ James R.  
Lines

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.

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 forfeited under the terms of Mr. Lines' 5/29/14 performance-vested restricted stock award.

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

(5) 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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