

Smith Alan E
Form 4
December 07, 2012

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Smith Alan E

(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)

12/06/2012

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 ____ Other (specify
below) below)

VP of Operations

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	12/06/2012		M		3,750	A	\$ 10.84
Common Stock	12/06/2012		S		100	D	\$ 18.86
Common Stock	12/06/2012		S		100	D	\$ 18.81
Common Stock	12/06/2012		S		100	D	\$ 18.78
Common Stock	12/06/2012		S		100	D	\$ 18.75

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Common Stock	12/06/2012	S	600	D	\$ 18.74	17,584	D
Common Stock	12/06/2012	S	2	D	\$ 18.73	17,582	D
Common Stock	12/06/2012	S	100	D	\$ 18.68	17,482	D
Common Stock	12/06/2012	S	1,248	D	\$ 18.64	16,234	D
Common Stock	12/06/2012	S	1,300	D	\$ 18.61	14,934	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. Amount or Number of Shares (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title		Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.84 <u>(1)</u>	12/06/2012		M	3,750	07/26/2011	07/26/2017	Common Stock		3,750 <u>(1)</u>
Stock Option (Right to Buy)	\$ 30.875 <u>(1)</u>					05/29/2012	05/29/2018	Common Stock		1,114 <u>(1)</u>
Stock Option (Right to Buy)	\$ 15.22 <u>(1)</u>					05/28/2012	05/28/2019	Common Stock		3,571 <u>(1)</u>
Stock Option	\$ 15.25 <u>(2)</u>					<u>(2)</u>	05/20/2020	Common Stock		3,118 <u>(2)</u>

(Right to
Buy)

Stock

Option \$ 18.65

(Right to (3)

Buy)

(3)

05/30/2022

Common
Stock

6,059

(3)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Alan E C/O GRAHAM CORPORATION 20 FLORENCE AVENUE BATAVIA, NY 14020			VP of Operations	

Signatures

/s/ Alan E.

12/07/2012

Smith

__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 option was previously reported by Mr. Smith.

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

(3) This option was previously reported by Mr. Smith and is exercisable 33 1/3% per year over three years beginning on the first anniversary of the 5/30/12 grant date.

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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