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CRANE CO /DE/
Form S-8 POS
April 23, 2007

Registration No. 333-114849

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

POST-EFFECTIVE AMENDMENT NO. 2
TO
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CRANE CO.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

13-1952290
(I.R.S. Employer Identification No.)

100 FIRST STAMFORD PLACE
STAMFORD, CONNECTICUT 06902
(Address of principal executive offices)

CRANE CO. 2004 STOCK INCENTIVE PLAN
(Full title of the plan)

AUGUSTUS I. DUPONT
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
CRANE CO.

100 FIRST STAMFORD PLACE
STAMFORD, CONNECTICUT 06902
(Name and address of agent for service)

(203) 363-7300
(Telephone number, including area code, of agent for service)

DEREGISTRATION

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 (File No. 333-114849) (the "2004 Plan Registration Statement") is filed for the purpose of acknowledging and advising that (i) the Registrant has replaced the Registrant's 2004 Stock Incentive Plan (the "2004 Plan") with the

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Registrant's 2007 Stock Incentive Plan (the "2007 Plan") and (ii) the Registrant has filed a new Registration Statement on Form S-8 on April 23, 2007 for the 2007 Plan (the "2007 Plan Registration Statement"). The 2007 Plan Registration Statement registers an aggregate of 3,000,000 shares of the Registrant's common stock, par value \$1.00 per share ("Common Stock"). Of the aggregate shares of Common Stock being registered under the 2007 Plan Registration Statement, 595,781 shares of Common Stock are hereby carried forward, in accordance with Instruction E of Form S-8, from those shares previously registered under the 2004 Plan Registration Statement, but not issued or otherwise allocated to outstanding awards under the 2004 Plan (the "Unallocated Shares"). As a result of this transfer, the Unallocated Shares will not be available for offer and sale under the 2004 Plan after the effective date of this Post-Effective Amendment No. 2.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on this 23rd day of April, 2007.

CRANE CO.

By: *

Eric C. Fast
President, Chief Executive Officer and a Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 2 to the Registration Statement has been signed by the following persons in the capacities and on the date(s) indicated:

| Signature ----- | Capacity ----- |
|--------------------|---|
| * ----- | |
| R. S. Evans | Chairman of the Board and a Director |
| * ----- | |
| E. C. Fast | President, Chief Executive Officer and a Director |
| /s/ J. R. Vipond | Vice President, Finance and Chief |

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Title: Attorney-in-Fact