**CRAY INC** Form 4 November 12, 2015

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MORREALE CHARLES A			2. Issuer Name <b>and</b> Ticker or Trading Symbol CRAY INC [CRAY]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last) C/O CRAY INC	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2015	Director 10% OwnerX_ Officer (give title Other (specify			
AVENUE,, SUITE 1000			11/0//2013	below) below) SVP, Field Operations			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) X_Form filed by One Reporting Person			
SEATTLE, WA 98164				Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y 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. Securit or Dispos (Instr. 3, 4	ed of (		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	11/09/2015		M	19,688	A	\$ 6.08	121,246	D	
Common Stock	11/09/2015		S <u>(1)</u>	18,950	D	\$ 33.6936 (2)	102,296	D	
Common Stock	11/09/2015		S(1)	738	D	\$ 34.2216 (3)	101,558	D	
Common Stock							2,059	I	By 401(k) plan

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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 displays a currently valid OMB control number.

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. Transactic Code (Instr. 8)			6. Date Exer Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		{ } { } { } { } { } { } { } { } { } { }
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (right to buy)	\$ 6.08	11/09/2015		M		19,688	<u>(4)</u>	11/16/2021	Common Stock	19,688	

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MORREALE CHARLES A C/O CRAY INC., 901 FIFTH AVENUE, SUITE 1000 SEATTLE, WA 98164

SVP, Field Operations

### **Signatures**

By Michael C. Piraino, Attorney-in-Fact for Charles A. Morreale

11/12/2015

\*\*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) The sales reported were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.
- The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$33.11 to \$34.10 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).

**(3)** 

Reporting Owners 2

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The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$34.13 to \$34.62 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3).

(4) The option was 100% vested and exercisable on August 3, 2015.

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.