

Condamé Jennifer R  
Form 4  
June 01, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
Condamé Jennifer R

2. Issuer Name and Ticker or Trading Symbol  
GRAHAM CORP [GHM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
C/O GRAHAM CORPORATION, 20 FLORENCE AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
05/30/2012

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
CAO and Controller

(Street)  
BATAVIA, NY 14020

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount or (D) Price   |   |  |                                   |
| Common Stock                    | 05/30/2012                           |  | A <sup>(1)</sup>               | 1,850<br><u>(1)</u>   | \$ 0 6,653 <sup>(2)</sup> <sup>(3)</sup>  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 2,506   | I  | See footnote <sup>(4)</sup>       |

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

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy)                | \$ 7.976 <sup>(5)</sup>                                |                                      |  |                                |   | 06/01/2010 06/01/2016                                    | Common Stock  | 2,500 <sup>(5)</sup>          |
| Stock Option (Right to Buy)                | \$ 6.9 <sup>(5)</sup>                                  |                                      |  |                                |   | 05/31/2011 05/31/2017                                    | Common Stock  | 4,974 <sup>(5)</sup>          |
| Stock Option (Right to Buy)                | \$ 30.875 <sup>(5)</sup>                               |                                      |  |                                |   | 05/29/2012 05/29/2018                                    | Common Stock  | 576 <sup>(5)</sup>            |
| Stock Option (Right to Buy)                | \$ 44.5 <sup>(6)</sup>                                 |                                      |  |                                |   | <sup>(6)</sup> 07/31/2018                                | Common Stock  | 1,000 <sup>(6)</sup>          |
| Stock Option (Right to Buy)                | \$ 15.22 <sup>(5)</sup>                                |                                      |  |                                |   | 05/28/2012 05/28/2019                                    | Common Stock  | 2,678 <sup>(5)</sup>          |
| Stock Option (Right to Buy)                | \$ 15.25 <sup>(7)</sup>                                |                                      |  |                                |   | <sup>(7)</sup> 05/20/2020                                | Common Stock  | 1,609 <sup>(7)</sup>          |
| Stock Option (Right to Buy)                | \$ 18.65 <sup>(8)</sup>                                | 05/30/2012                           |  | A                              | 3,127 <sup>(8)</sup>  | <sup>(8)</sup> 05/30/2022                                | Common Stock  | 3,127 <sup>(8)</sup>          |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| Condame Jennifer R<br>C/O GRAHAM CORPORATION<br>20 FLORENCE AVENUE<br>BATAVIA, NY 14020 |               |           | CAO and Controller |       |

## Signatures

/s/ Carole M. Anderson, Attorney-in-fact for Jennifer R.  
Condame

06/01/2012

\*\*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 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.

(2) Ms. Condame previously reported her 5/26/11 performance-vested restricted stock award assuming target achievement of the performance criteria (750 shares). The award provides if maximum achievement is realized, the number of shares would double. The number of shares reported by Ms. Condame as beneficially owned has been adjusted to assume maximum achievement of the performance criteria.

(3) Includes 518 shares acquired under the Graham Corporation Employee Stock Purchase Plan.

(4) Shares held by the trustee of the Graham Corporation Employee Stock Ownership Plan and allocated to Ms. Condame's account, as to which Ms. Condame has sole voting power but no dispositive power, except in limited circumstances.

(5) This option was previously reported by Ms. Condame.

(6) This option was previously reported by Ms. Condame and is exercisable pro rata on the first, second, third and fourth anniversaries of the 7/31/08 grant date.

(7) This option was previously reported by Ms. Condame and is exercisable 33 1/3% per year over three years beginning on the first anniversary of the 5/20/2010 grant date.

(8) This option 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 exercisable 33 1/3% per year over three years beginning on the first anniversary of the 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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