

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

(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)
05/30/2012

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)
CAO and Controller

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)
			Code	V Amount or (D) Price			
Common Stock	05/30/2012		A ⁽¹⁾	1,850 (1)	\$ 0 6,653 ⁽²⁾ ⁽³⁾	D	
Common Stock					2,506	I	See footnote ⁽⁴⁾

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

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SEC 1474 (9-02)

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Condamé Jennifer R C/O GRAHAM CORPORATION 20 FLORENCE AVENUE BATAVIA, NY 14020			CAO and Controller	

Signatures

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

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. Condamé 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. Condamé 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. Condamé's account, as to which Ms. Condamé has sole voting power but no dispositive power, except in limited circumstances.

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

(6) This option was previously reported by Ms. Condamé 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. Condamé 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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