

CARPENTER TECHNOLOGY CORP
 Form 4
 May 28, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
HICKS THOMAS O

2. Issuer Name and Ticker or Trading Symbol
CARPENTER TECHNOLOGY CORP [CRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
05/23/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

CARPENTER TECHNOLOGY CORPORATION, PO BOX 14662

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

READING, PA 19612

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|-------------------------|---|--|---|
| | | | | Code | V | Amount (A) or Price (D) | | | |
| Common Stock | 05/23/2014 | | S | | | 16,967 D \$ 63.609 (1) | 18,421 | I | See Footnote (2) |
| Common Stock | 05/23/2014 | | S | | | 16,966 D \$ 63.609 (3) | 18,422 | I | See Footnote (4) |
| Common Stock | 05/23/2014 | | S | | | 16,967 D \$ 63.609 (5) | 18,421 | I | See Footnote (6) |
| Common | 05/23/2014 | | S | | | 16,967 D \$ 63.609 | 18,421 | I | See |

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| Stock | | | | | <u>(7)</u> | | | Footnote <u>(8)</u> |
|--------------|------------|---|--------|---|--|--------|---|--------------------------------|
| Common Stock | 05/23/2014 | S | 16,967 | D | <u>\$ 63.609</u> <u>(9)</u> | 25,498 | I | See Footnote <u>(10)</u> |
| Common Stock | 05/23/2014 | S | 16,967 | D | <u>\$ 63.609</u> <u>(11)</u> | 32,576 | I | See Footnote <u>(12)</u> |
| Common Stock | 05/27/2014 | S | 4,576 | D | <u>\$</u> <u>63.2751</u> <u>(13)</u> | 13,845 | I | See Footnote <u>(14)</u> |
| Common Stock | 05/27/2014 | S | 4,577 | D | <u>\$</u> <u>63.2751</u> <u>(15)</u> | 13,845 | I | See Footnote <u>(16)</u> |
| Common Stock | 05/27/2014 | S | 4,576 | D | <u>\$</u> <u>63.2751</u> <u>(17)</u> | 13,845 | I | See Footnote <u>(18)</u> |
| Common Stock | 05/27/2014 | S | 4,576 | D | <u>\$</u> <u>63.2751</u> <u>(19)</u> | 13,845 | I | See Footnote <u>(20)</u> |
| Common Stock | 05/27/2014 | S | 8,885 | D | <u>\$</u> <u>63.2751</u> <u>(21)</u> | 16,613 | I | See Footnote <u>(22)</u> |
| Common Stock | 05/27/2014 | S | 13,193 | D | <u>\$</u> <u>63.2751</u> <u>(23)</u> | 19,383 | I | See Footnote <u>(24)</u> |
| Common Stock | | | | | | 81,781 | I | See Footnote <u>(25)</u> |

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|-------|

of (D)
(Instr. 3,
4, and 5)

(Instr

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HICKS THOMAS O
CARPENTER TECHNOLOGY CORPORATION
PO BOX 14662
READING, PA 19612

X

Signatures

/s/ THOMAS O.
HICKS 05/28/2014

__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 price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.15 to \$64.26. Thomas O. Hicks (the "Principal") will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) The Principal may be deemed to beneficially own 18,421 shares of Common Stock held indirectly through TOH Jr. Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

(3) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.15 to \$64.26. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) The Principal may be deemed to beneficially own 18,422 shares of Common Stock held indirectly through MHH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

(5) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.15 to \$64.26. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(6) The Principal may be deemed to beneficially own 18,422 shares of Common Stock held indirectly through JAH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

(7) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.15 to \$64.26. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

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- (8) The Principal may be deemed to beneficially own 18,422 shares of Common Stock held indirectly through RBH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.
- (9) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.15 to \$64.26. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (10) The Principal may be deemed to beneficially own 25,498 shares of Common Stock held indirectly through WCH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.
- (11) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.15 to \$64.26. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (12) The Principal may be deemed to beneficially own 32,576 shares of Common Stock held indirectly through CFH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.
- (13) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.065 to \$63.52. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (14) The Principal may be deemed to beneficially own 13,845 shares of Common Stock held indirectly through TOH Jr. Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.
- (15) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.065 to \$63.52. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (16) The Principal may be deemed to beneficially own 13,845 shares of Common Stock held indirectly through MHH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.
- (17) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.065 to \$63.52. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (18) The Principal may be deemed to beneficially own 13,845 shares of Common Stock held indirectly through JAH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.
- (19) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.065 to \$63.52. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (20) The Principal may be deemed to beneficially own 13,845 shares of Common Stock held indirectly through RBH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.
- (21) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.065 to \$63.52. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (22) The Principal may be deemed to beneficially own 16,613 shares of Common Stock held indirectly through WCH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

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(23) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$63.065 to \$63.52. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(24) The Principal may be deemed to beneficially own 19,383 shares of Common Stock held indirectly through CFH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

(25) The Principal may be deemed to beneficially own 81,781 shares of Common Stock held indirectly through shares held by HHEP-Latrobe LP. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

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.