

CRANE CO /DE/  
Form 4  
January 31, 2017

**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 \*  
PANTALEONI A D

(Last) (First) (Middle)  
100 FIRST STAMFORD PLACE  
(Street)

STAMFORD, CT 06902-6784

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
CRANE CO /DE/ [CR]

3. Date of Earliest Transaction (Month/Day/Year)  
01/27/2017

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)  
VP Envir. Health & Safety

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
CRANE CO. COMMON, PAR VALUE \$1.00	01/27/2017		M		185 <sup>(1)</sup> A \$ 0 5,499	D	
CRANE CO. COMMON, PAR VALUE \$1.00	01/27/2017		F		73 <sup>(1)</sup> D \$ 74.35 5,426	D	
CRANE CO. COMMON,	01/30/2017		M		494 <sup>(2)</sup> A \$ 0 5,920	D	

PAR  
VALUE  
\$1.00

CRANE CO.  
COMMON,

PAR 01/30/2017 F 194 <sup>(2)</sup> D \$ 73.9 5,726 D  
VALUE  
\$1.00

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 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. P... Der... Sec... (Ins...)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Share Unit	<sup>(3)</sup>	01/27/2017		M	185 <sup>(1)</sup>	<sup>(3)</sup> <sup>(4)</sup>	CRANE CO. COMMON, PAR VALUE \$1.00	185
Restricted Share Unit	<sup>(5)</sup>	01/30/2017		M	494 <sup>(2)</sup>	<sup>(5)</sup> <sup>(4)</sup>	CRANE CO. COMMON, PAR VALUE \$1.00	494

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director    10% Owner    Officer    Other

PANTALEONI A D  
100 FIRST STAMFORD PLACE  
STAMFORD, CT 06902-6784

VP Envir. Health & Safety

## Signatures

Attorney In Fact,  
Christopher Dee

01/31/2017

\_\_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) On January 27, 2017, 185 Restricted Share Units, which represent the right to receive one share of Crane Co. Common Stock, previously reported as beneficially owned by the reporting person, vested due to the passage of time, and 73 shares were withheld to pay taxes on the resulting gain, resulting in a net issuance of 112 shares of Crane Co. Common Stock.
  - (2) On January 30, 2017, 494 Restricted Share Units, which represent the right to receive one share of Crane Co. Common Stock, previously reported as beneficially owned by the reporting person, vested due to the passage of time, and 194 shares were withheld to pay taxes on the resulting gain, resulting in a net issuance of 300 shares of Crane Co. Common Stock.
  - (3) 25% of the Restricted Share Units granted will be converted into shares of Common Stock on each of the first, second, third and fourth anniversaries of the grant date (January 27, 2014), provided the recipient remains employed by the Company; all Restricted Share Units will be converted into shares of Common Stock upon retirement, death, permanent disability, or in the event of a change in control of the Company.
  - (4) A Restricted Share Unit is forfeited if the recipient ceases to be employed by the Company before it has been converted to Common Stock.
  - (5) 25% of the Restricted Share Units granted will be converted into shares of Common Stock on each of the first, second, third and fourth anniversaries of the grant date (January 30, 2013), provided the recipient remains employed by the Company; all Restricted Share Units will be converted into shares of Common Stock upon retirement, death, permanent disability, or in the event of a change in control of the Company.

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. VALIGN="bottom"> " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).(b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).(c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).(d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).(e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);(f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);(g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);(h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);(i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);(j) x A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);(k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

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**Item 4. Ownership**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 3,500

(b) Percent of class: 0.0%.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote  
0

(ii) Shared power to vote or to direct the vote  
3,500

(iii) Sole power to dispose or to direct the disposition of  
0

(iv) Shared power to dispose or to direct the disposition of  
3,500

*Instruction:* For computations regarding securities which represent a right to acquire an underlying security see §240.13d-3(d)(1).

**Item 5. Ownership of Five Percent or Less of a Class**

Explanation of Responses:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: x.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person**

Accounts managed on a discretionary basis by RBC GAM are known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from, the sale of such securities.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

By signing below, I also certify that, to the best of my knowledge and belief, the foreign regulatory scheme applicable to the investment adviser is substantially comparable to the regulatory scheme applicable to the functionally equivalent U.S. institution. I also undertake to furnish to the Commission staff, upon request, information that would be disclosed in a Schedule 13D.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 4, 2014

RBC GLOBAL ASSET MANAGEMENT  
INC.

/s/ Frank Lippa  
Signature

Frank Lippa / Chief Financial Officer  
Name/Title