

Pinkham Louis V.
Form 4
February 20, 2019

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 *
Pinkham Louis V.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

STAMFORD, CT 06902-6784

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 Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 02/19/2019 | | M | | 10,111 | A | \$ 73.9 |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 02/19/2019 | | S | | 10,111 <u>(1)</u> | D | \$ 85.0263 <u>(2)</u> |

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| | | | | | | | |
|---|------------|---|----------------------|---|-----------------------------|--------|---|
| CRANE CO. COMMON, PAR VALUE \$1.00 | 02/19/2019 | M | 28,182 | A | \$ 43.57 | 62,001 | D |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 02/19/2019 | S | <u>28,182</u> (3) | D | \$ <u>85.0263</u> (2) | 33,819 | D |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 02/19/2019 | M | 12,424 | A | \$ 58.47 | 46,243 | D |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 02/19/2019 | S | <u>12,424</u> (4) | D | \$ <u>85.0263</u> (2) | 33,819 | D |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 02/19/2019 | M | 4,386 | A | \$ 64.78 | 38,205 | D |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 02/19/2019 | S | <u>4,386</u> (5) | D | \$ <u>85.0263</u> (2) | 33,819 | D |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | | | |
|--------------------------------------|--|----------------------|-----------------|---|------------------|------------------|------------------|-----------------|------------------------------------|----------------------------|
| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 73.9 | 02/19/2019 | M | | | 10,111 | <u>(6)</u> | 01/30/2027 | CRANE CO. COMMON, PAR VALUE \$1.00 | 10,111 |
| Employee Stock Option (Right to Buy) | \$ 43.57 | 02/19/2019 | M | | | 28,182 | <u>(7)</u> | 01/25/2026 | CRANE CO. COMMON, PAR VALUE \$1.00 | 28,182 |
| Employee Stock Option (Right to Buy) | \$ 58.47 | 02/19/2019 | M | | | 12,424 | <u>(8)</u> | 01/26/2025 | CRANE CO. COMMON, PAR VALUE \$1.00 | 12,424 |
| Employee Stock Option (Right to Buy) | \$ 64.78 | 02/19/2019 | M | | | 4,386 | <u>(9)</u> | 01/27/2024 | CRANE CO. COMMON, PAR VALUE \$1.00 | 4,386 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pinkham Louis V. 100 FIRST STAMFORD PLACE STAMFORD, CT 06902-6784 | | | Senior Vice President | |

Signatures

Attorney In Fact, Alishba Kassim
02/20/2019

____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) Concurrent sale of shares resulting from an exercise of options granted on 1/30/2017 and expiring on 1/30/2027.
Weighted average price at which shares were sold in multiple same-day transactions at prices ranging from \$84.6000 to \$85.5950. The reporting person undertakes to provide, upon request of the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.
- (3) Concurrent sale of shares resulting from an exercise of options granted on 1/25/2016 and expiring on 1/25/2026.
- (4) Concurrent sale of shares resulting from an exercise of options granted on 1/26/2015 and expiring on 1/26/2025.
- (5) Concurrent sale of shares resulting from an exercise of options granted on 1/27/2014 and expiring on 1/27/2024.
- (6) This option vested 25% on the first and 50% on the second anniversary of the grant date (01/30/2017). The remaining 50% will vest on the third and fourth anniversary of the grant date.
- (7) This option vested 25% on the first, 50% on the second and 75% on the third anniversary of the grant date (01/25/2016). The remaining 25% will vest on the fourth anniversary of the grant date.
- (8) This option vested 25% on the first, 50% on the second, 75% on the third and 100% on the fourth anniversary of the grant date (01/26/2015).
- (9) This option vested 25% on the first, 50% on the second, 75% on the third and 100% on the fourth anniversary of the grant date (01/27/2014).

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.