

GRAHAM CORP  
Form 4  
August 11, 2008

**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 \*  
**BERKELEY HELEN H**

(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)  
**08/07/2008**

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)

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 or Price		
Common Stock	08/07/2008		S		600 D \$ 100.7067	138,225	D
Common Stock	08/07/2008		S		900 D \$ 100.62	137,325	D
Common Stock	08/07/2008		S		2,000 D \$ 100.5	135,325	D
Common Stock	08/07/2008		S		2,000 D \$ 100.35	133,325	D
Common Stock	08/07/2008		S		7,000 D \$ 100.25	126,325	D

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Common Stock	08/07/2008	S	2,000	D	\$ 100.05	124,325	D
Common Stock	08/07/2008	S	8,000	D	\$ 100	116,325	D
Common Stock	08/07/2008	S	2,000	D	\$ 99.9305	114,325	D
Common Stock	08/07/2008	S	1,000	D	\$ 99.5	113,325	D
Common Stock	08/07/2008	S	100	D	\$ 99.1	113,225	D
Common Stock	08/08/2008	S	500	D	\$ 98.652	112,725	D
Common Stock	08/08/2008	S	100	D	\$ 98.5	112,625	D
Common Stock	08/08/2008	S	500	D	\$ 98.224	112,125	D
Common Stock	08/08/2008	S	500	D	\$ 98.197	111,625	D
Common Stock	08/08/2008	S	600	D	\$ 98.15	111,025	D
Common Stock	08/08/2008	S	500	D	\$ 98.102	110,525	D
Common Stock	08/08/2008	S	500	D	\$ 98.064	110,025	D
Common Stock	08/08/2008	S	500	D	\$ 98.046	109,525	D
Common Stock	08/08/2008	S	700	D	\$ 98	108,825	D

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.**

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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 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	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 Deriv Secur Bene Own Follo Repo
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