

GRAHAM CORP
Form 4
February 01, 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 *
LEMCKE H RUSSEL

(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)
01/30/2008

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(A) or Disposed of (D) Code		4. Securities Acquired or Disposed of (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)
			(A)	(D)	V	A			
Common Stock	11/30/2007		G	V	100	D	\$ 0	20,400	D
Common Stock	12/03/2007		G	V	60	D	\$ 0	20,340	D
Common Stock	01/28/2008		G	V	3,410	D	\$ 0	22,015	D
Common Stock	01/30/2008		M		5,625	A	\$ 6.45	27,640	D
Common Stock	01/30/2008		M		2,500	A	\$ 4.4	30,140	D

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Common Stock	01/30/2008	M	5,625	A	\$ 4.84	35,765	D
Common Stock	01/30/2008	M	2,500	A	\$ 4.68	38,265	D
Common Stock	01/30/2008	M	2,500	A	\$ 3	40,765	D
Common Stock	01/30/2008	M	2,500	A	\$ 3.52	43,265	D
Common Stock	01/30/2008	M	2,500	A	\$ 5	45,765	D
Common Stock	01/30/2008	M	2,500	A	\$ 11.12	48,265	D
Common Stock	01/30/2008	M	625	A	\$ 15.952	48,890	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 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)	\$ 6.45	01/30/2008		M	5,625	02/02/1999 08/01/2008	Common Stock	5,625
Stock Option (Right to Buy)	\$ 4.4	01/30/2008		M	2,500	05/03/2001 11/02/2010	Common Stock	2,500
Stock Option	\$ 4.84	01/30/2008		M	5,625	12/05/2001 06/04/2011	Common Stock	5,625

(Right to Buy)									
Stock Option (Right to Buy)	\$ 4.68	01/30/2008		M	2,500	01/27/2002	07/26/2011	Common Stock	2,500
Stock Option (Right to Buy)	\$ 3	01/30/2008		M	2,500	05/01/2003	10/31/2012	Common Stock	2,500
Stock Option (Right to Buy)	\$ 3.52	01/30/2008		M	2,500	04/25/2004	10/24/2013	Common Stock	2,500
Stock Option (Right to Buy)	\$ 5	01/30/2008		M	2,500	04/29/2005	10/28/2014	Common Stock	2,500
Stock Option (Right to Buy)	\$ 11.12	01/30/2008		M	2,500	04/27/2006	10/26/2015	Common Stock	2,500
Stock Option (Right to Buy)	\$ 15.952	01/30/2008		M	625	<u>(1)</u>	06/01/2016	Common Stock	625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEMCKE H RUSSEL C/O GRAHAM CORPORATION 20 FLORENCE AVENUE BATAVIA, NY 14020		X		

Signatures

/s/ Carole M. Anderson, Attorney-in-fact for H. Russel Lemcke	02/01/2008
<u> </u> **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)

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This option was previously reported by Mr. Lemcke and is exercisable on the first, second, third and fourth anniversaries of the grant date.

Remarks:

* Share amounts and exercise prices have been adjusted to reflect a 5-for-4 stock split in the nature of a stock dividend paid on

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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