

Condamé Jennifer R
Form 4
June 01, 2009

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Condamé Jennifer R

(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)

05/28/2009

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CAO and Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock			Code V	Amount (D) Price	2,506 ⁽¹⁾	I	See footnote ⁽²⁾

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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SEC 1474
(9-02)

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

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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. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V	(A)	(D)	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 7.976 (3)					(3)	06/01/2016	Common Stock 2,500 (3)
Stock Option (Right to Buy)	\$ 6.9 (4)					(4)	05/31/2017	Common Stock 4,974 (4)
Stock Option (Right to Buy)	\$ 30.875 (5)					(5)	05/29/2018	Common Stock 576 (5)
Stock Option (Right to Buy)	\$ 44.5 (6)					(6)	07/31/2018	Common Stock 1,000 (6)
Stock Option (Right to Buy)	\$ 15.22	05/28/2009		A	2,678 (7)	(7)	05/28/2019	Common Stock 2,678 (7)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Condamé Jennifer R C/O GRAHAM CORPORATION 20 FLORENCE AVENUE BATAVIA, NY 14020	CAO and Controller

Signatures

/s/ Jennifer R.
Condamé
Date 06/01/2009

Signature of Reporting
Person

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) Adjusted to reflect a 2-for-1 stock split in the nature of a stock dividend paid on 10/6/08.
- (2) Shares held by the trustee of the Graham Corporation Employee Stock Ownership Plan and allocated to Ms. Condamine's account, as to which Ms. Condamine has sole voting power but no dispositive power, except in limited circumstances.

This option was previously reported by Ms. Condamine and is exercisable pro rata on the first, second, third and fourth anniversaries of the
(3) 6/01/06 grant date. The number of shares subject to this option and the exercise price have been adjusted to reflect a 2-for-1 stock split in the nature of a stock dividend paid on 10/6/08.

This option was previously reported by Ms. Condamine and is exercisable pro rata on the first, second, third and fourth anniversaries of the
(4) 5/31/07 grant date. The number of shares subject to this option and the exercise price have been adjusted to reflect a 2-for-1 stock split in the nature of a stock dividend paid on 10/6/08.

This option was previously reported by Ms. Condamine and is exercisable pro rata on the first, second, third and fourth anniversaries of the
(5) 5/29/08 grant date. The number of shares subject to this option and the exercise price have been adjusted to reflect a 2-for-1 stock split in the nature of a stock dividend paid on 10/6/08.

This option was previously reported by Ms. Condamine and is exercisable pro rata on the first, second, third and fourth anniversaries of the
(6) 7/31/08 grant date. The number of shares subject to this option and the exercise price have been adjusted to reflect a 2-for-1 stock split in the nature of a stock dividend paid on 10/6/08.

(7) This option was granted under the Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value in a transaction exempt under Rule 16b-3 and is exercisable pro rata on the first, second, third and fourth anniversaries of the grant date.

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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