

Baron Curtis A JR
Form 4
July 31, 2018

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 *
Baron Curtis A JR

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)
07/31/2018

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

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 (D) Price | | | |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 07/31/2018 | | M | 5,199 (1) A \$ 48.59 | 19,889 | D | |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 07/31/2018 | | S | 5,199 (1) D \$ 90.8667 (2) | 14,690 | D | |

CRANE
 CO.
 COMMON,
 PAR 07/31/2018 J 38 ⁽³⁾ A \$ 0 673 I 401(K)
 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.

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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) | Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 48.59 | 07/31/2018 | | M | 5,199 ⁽¹⁾ | ⁽⁴⁾ 01/28/2019 | CRANE CO. COMMON, PAR VALUE \$1.00 | 5,199 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------------------------------------------------|----------------------------------------------------------|
| Baron Curtis A JR 100 FIRST STAMFORD PLACE STAMFORD, CT 06902-6784 | Director 10% Owner Officer Vice President, Controller |

Signatures

Attorney In Fact, Alishba Kassim 07/31/2018

 **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) Mr. Baron exercised 5,199 stock options granted 1/28/2013 and set to expire 1/28/2019 priced at \$48.59 and sold at a weighted average price of \$90.8667.

Weighted average price at which shares were sold in multiple same-day transactions at prices ranging from \$90.85 to \$90.88. The
- (2) 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) Between January 1, 2017 and July 31, 2018, Mr. Baron acquired an aggregate of 38 shares of common stock at prevailing market prices through the issuer's 401(K) plan.
- (4) 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 (01/28/2013).

Remarks:

Power of Attorney and Confirming Statement attached.

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.