

CARPENTER TECHNOLOGY CORP
 Form 5
 August 14, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2005
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 STEPHANS PETER N

2. Issuer Name and Ticker or Trading Symbol
 CARPENTER TECHNOLOGY CORP [CRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 06/30/2008

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

CARPENTER TECHNOLOGY CORPORATION, PO BOX 14662

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

READING, PA 19612-4662

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) | | | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------|------------|-----------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| | | | | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/15/2007 | ^ | G | 115 | D | \$ 140.28 | 39,670 ⁽¹⁾ ₍₂₎ | D | ^ |
| Common Stock | 11/15/2007 | ^ | G | 115 | D | \$ 140.28 | 39,670 ⁽¹⁾ ₍₃₎ | I | By Spouse in Trust |
| Common Stock | ^ | ^ | ^ | ^ | ^ | ^ | 7,400 ⁽¹⁾ ₍₄₎ | I | Spouse of Trustee |

Common Stock 7,400 (1) (4) I Spouse of Trustee

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

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SEC 2270 (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) | |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|-----------|----------------------------------------------------------|----------------------|---------------------------------------------------------------|----------------------------|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Units | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> <u>(6)</u> | <u> </u> <u>(6)</u> | Common Stock | 6,693.75 |
| Stock Option (right to buy) | \$ 53.87 <u>(9)</u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | 10/30/2007 | 10/30/2016 | Common Stock | 4,000 |
| Stock Option (right to buy) | \$ 63.54 <u>(9)</u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | <u> </u> | 10/15/2008 | 10/15/2017 | Common Stock | 3,614 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|------------------------------------------------------------------------------------------------|---------------|-----------|-----------|-----------|
| | Director | 10% Owner | Officer | Other |
| STEPHANS PETER N CARPENTER TECHNOLOGY CORPORATION PO BOX 14662 READING, PA 19612-4662 | <u> </u> X | <u> </u> | <u> </u> | <u> </u> |

Signatures

Oliver C. Mitchell/POA 08/14/2008

 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) The share balance reflects an increase in shares resulting from a 2-for-1 stock split in the form of a 100% stock dividend, with the distribution having been made on November 15, 2007.
- (2) These shares are held in the Peter N. Stephans Revocable Trust, dated March 15, 2004, Peter N. Stephans and Joan R. Stephans, Trustees
- (3) These shares are held in the Joan R. Stephans Revocable Trust, dated March 15, 2004, Peter N. Stephans and Joan R. Stephans, Trustees
- (4) These shares are held in the Irrevocable Deed of Trust of Peter C. Rossin and Ada E. Rossin, dated July 12, 1989, Ada E. Rossin and Joan Elizabeth Rossin Stephans, Trustees, for the benefit of the reporting person's children. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16, or for any other purpose.
- (5) Converts to common stock on a 1-for-1 basis
- (6) Payable upon retirement
- (7) Includes dividend equivalents
- (8) The balance reflects the increase in derivative securities resulting from a 2-for-1 stock split in the form of a 100% dividend, with the distribution having been made on November 15, 2007.
- (9) The exercise price reflects the adjusted price resulting from a 2-for-1 stock split in the form of a 100% dividend, with the distribution having been made on November 15, 2007.
- (10) The balance reflects the increase in derivative securities resulting from a 2-for-1 stock split in the form of a 100% dividend, with the distribution having been made on November 15, 2007.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.