

BIGELOW E THAYER
Form 4
August 29, 2017

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 *
BIGELOW E THAYER

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

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2017

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

(Street)

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

STAMFORD, CT 06902-6784

(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 Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| CRANE CO. COMMON, PAR VALUE \$1.00 | 08/28/2017 | | M | 2,000 A \$ 36.26 | 21,791 | I | By E.T. Bigelow, Jr. Revocable Trust ⁽¹⁾ |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 08/28/2017 | | M | 2,000 A \$ 47.08 | 23,791 | I | By E.T. Bigelow, Jr. Revocable Trust ⁽¹⁾ |

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| | | | | | | | | |
|---|------------|---|--------------------------------|---|---------------|--------|---|---|
| CRANE CO. COMMON, PAR VALUE \$1.00 | 08/28/2017 | M | 2,000 | A | \$ 46.99 | 25,791 | I | By E.T. Bigelow, Jr. Revocable Trust ⁽¹⁾ |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 08/28/2017 | S | <u>6,000</u> ⁽²⁾ | D | \$ 73.7306 | 19,791 | I | By E.T. Bigelow, Jr. Revocable Trust ⁽¹⁾ |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title |
| Director Stock Option(Right to Buy) | \$ 36.26 | 08/28/2017 | | M | 2,000 | <u>(3)</u> 04/19/2020 | CRANE CO. COMMON, PAR VALUE \$1.00 |
| Director Stock Option(Right to Buy) | \$ 47.08 | 08/28/2017 | | M | 2,000 | <u>(4)</u> 04/18/2021 | CRANE CO. COMMON, PAR VALUE \$1.00 |
| Director Stock | \$ 46.99 | 08/28/2017 | | M | 2,000 | <u>(5)</u> 04/23/2022 | CRANE CO. |

Option(Right
to Buy)COMMON,
PAR
VALUE
\$1.00

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BIGELOW E THAYER 100 FIRST STAMFORD PLACE STAMFORD, CT 06902-6784 | X | | | |

Signatures

| | |
|--------------------------------------|------------|
| Attorney In Fact, Christopher Dee | 08/29/2017 |
|--------------------------------------|------------|

**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) On March 13, 2017 these options were transferred by Mr. Bigelow to a revocable trust of which he is trustee.
- (2) Concurrent sale of shares resulting from an exercise of options granted on 4/19/2010 and expiring on 4/19/2020, exercise of options granted on 4/18/2011 and expiring on 4/18/2021, and exercise of options granted on 4/23/2012 and expiring on 4/23/2022.
- (3) This option was granted 4/19/2010 with a ten-year term, and vested 25% each year over four years.
- (4) This option was granted 4/18/2011 with a ten-year term, and vested 25% each year over four years.
- (5) This option was granted 4/23/2012 with a ten-year term, and vested 25% each year over four years.

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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