

Lavish James A.
Form 4/A
February 07, 2019

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 *
Lavish James A.

(Last) (First) (Middle)
100 FIRST STAMFORD PLACE
(Street)

STAMFORD, CT 06902-6784

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CRANE CO /DE/ [CR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2016

4. If Amendment, Date Original Filed(Month/Day/Year)
08/16/2016

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP, CBS, People & Performance

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 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 (A) or (D) Price		
CRANE CO. COMMON, PAR VALUE \$1.00	08/16/2016		M		2,662 (1) \$ 58.47	D	
CRANE CO. COMMON, PAR VALUE \$1.00	08/16/2016		M		2,500 (2) \$ 50.03	D	
CRANE CO. COMMON,	08/16/2016		M		1,300 (3) \$ 48.59	D	

PAR
VALUE
\$1.00

CRANE CO.
COMMON,
PAR 08/16/2016
VALUE
\$1.00

F 1,090₍₃₎ D \$ 64.3 13,368 D

CRANE CO.
COMMON,
PAR 08/16/2016
VALUE
\$1.00

F 2,133₍₂₎ D \$ 64.3 11,235 D

CRANE CO.
COMMON,
PAR 08/16/2016
VALUE
\$1.00

F 2,503₍₁₎ D \$ 64.3 8,732 D

CRANE CO.
COMMON,
PAR
VALUE
\$1.00

37 I 401(K)

CRANE CO.
COMMON,
PAR
VALUE
\$1.00

1,295 I DRP

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or

								Number of Shares
Employee Stock Option (Right to Buy)	\$ 50.03	08/16/2016	M	2,500 <u>(2)</u>	<u>(4)</u>	01/23/2018	CRANE CO. COMMON, PAR VALUE \$1.00	2,500
Employee Stock Option (Right to Buy)	\$ 58.47	08/16/2016	M	2,662 <u>(1)</u>	<u>(5)</u>	01/26/2025	CRANE CO. COMMON, PAR VALUE \$1.00	2,662
Employee Stock Option (Right to Buy)	\$ 48.59	08/16/2016	M	1,300 <u>(3)</u>	<u>(6)</u>	01/28/2019	CRANE CO. COMMON, PAR VALUE \$1.00	1,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Lavish James A. 100 FIRST STAMFORD PLACE STAMFORD, CT 06902-6784			VP, CBS, People & Performance	

Signatures

Attorney In Fact, Alishba
Kassim 02/07/2019

__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. Lavish exercised 2,662 stock options, priced at \$58.47 and due to expire January 2025, at a market price of \$64.30. The resulting after tax gain was taken in the form of 159 shares of Crane Co. Stock, resulting in a net increase in Mr. Lavish's direct holdings by that amount. Mr. Lavish tendered 2,421 shares of previously owned stock to pay the exercise price of the options, and 82 shares were withheld to pay taxes on the resulting gain.
 - (2) Mr. Lavish exercised 2,500 stock options, priced at \$50.03 and due to expire January 2018, at a market price of \$64.30. The resulting after tax gain was taken in the form of 367 shares of Crane Co. Stock, resulting in a net increase in Mr. Lavish's direct holdings by that amount. Mr. Lavish tendered 1,946 shares of previously owned stock to pay the exercise price of the options, and 187 shares were withheld to pay taxes on the resulting gain.
 - (3) Mr. Lavish exercised 1,300 stock options, priced at \$48.59 and due to expire January 2019, at a market price of \$64.30. The resulting after tax gain was taken in the form of 210 shares of Crane Co. Stock, resulting in a net increase in Mr. Lavish's direct holdings by that

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amount. Mr. Lavish tendered 983 shares of previously owned stock to pay the exercise price of the options, and 107 shares were withheld to pay taxes on the resulting gain.

- (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 (01/23/2012)
- (5) The remaining 50% will vest on the third and fourth anniversary of the grant date (01/26/2015).
- (6) The remaining 25% will vest on the fourth anniversary of the grant date (1/28/2013).

Remarks:

This form is being amended to correct a clerical error in reporting an exercise of an Employee Stock Option on August 16, 2011.

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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