### JOHNSON KENNETH W

Form 5

February 17, 2009

#### **OMB APPROVAL** FORM 5 **OMB**

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.

## ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

2005 Estimated average burden hours per response... 1.0

Number:

Expires:

5. Relationship of Reporting Person(s) to

3235-0362

January 31,

See Instruction Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, 1(b). Form 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section Reported 30(h) of the Investment Company Act of 1940

Form 4

Transactions Reported

1. Name and Address of Reporting Person \*

securities beneficially owned directly or indirectly.

JOHNSON KENNETH W Sy C  (Last) (First) (Middle) 3.  (N			Symbol	Symbol CRAY INC [CRAY]			_	Issuer				
			(Month/D 12/31/20	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) 12/31/2008				(Check all applicable)  Director 10% OwnerX Officer (give title Other (specify below)  SVP & General Counsel				
		(Street)		ndment, Date ( th/Day/Year)	ment, Date Original 6. Individual or Joint/Group Reporting Day/Year) (check applicable line)							
	SEATTLE,Â	A WAÂ 98104-28	60				-	_X_ Form Filed by Form Filed by Person	One Reporting P More than One R			
	(City)	(State)	Zip) Table	e I - Non-Deri	vative Sec	curitie	s Acqu	ired, Disposed o	f, or Beneficial	lly 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. Securi Acquired Disposed (Instr. 3,	d (A) o d of (D 4 and (A) or	)	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)		
	Common Stock	12/31/2008	Â	W	25	A	\$0	44,276 (1)	D	Â		
	Common Stock	Â	Â	Â	Â	Â	Â	3,946 <u>(2)</u>	I	By 401(k) plan		
	Common Stock	Â	Â	Â	Â	Â	Â	25 <u>(3)</u>	I	By Spouse		
Reminder: Report on a separate line for each class of			Persons who respond to the collection of information SEG					SEC 2270				

contained in this form are not required to respond unless

the form displays a currently valid OMB control number.

(9-02)

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Number	Expiration D	ate	Amou	ınt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)
	Derivative				Securities			(Instr.	3 and 4)	
	Security				Acquired					
	•				(A) or					
					Disposed					
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
						Date Exercisable	Expiration Date	Title Nun	Number	
									of	
					(A) (D)				Shares	
					(A) (D)				SHares	

of D

Is

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
. 0	Director	10% Owner	Officer	Other			
JOHNSON KENNETH W 411 FIRST AVENUE S. SUITE 600 SEATTLE, WA 98104-2860	Â	Â	SVP & General Counsel	Â			

# **Signatures**

Kenneth W.

Johnson

\*\*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) Includes shares acquired in 2008 under issuer's Employee Stock Purchase Plan, exempt from the reporting requirements under Section 16(a) pursuant to Rule 16-a3(f)(1)(i)(B); 67 shares on 3/20/08; 60 shares on 6/19/08; 62 shares on 9/18/08 and 150 shares on 12/24/08.
- The reporting person acquired an aggregate of 2,011 shares of Cray common stock under the Cray 401(k) plan through Company (2) matching contributions of common stock with respect to the reporting person's 2008 contribution to the 401(k) plan. This transaction is exempt from the reporting requirements under Section 16(a) pursuant to Rule 16-a3(f)(1)(i)(B).
- (3) The reporting person disclaims beneficial ownership of all securities by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.

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