CRANE CO /DE/ Form 4 January 27, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * **ELLIS BRADLEY**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CRANE CO /DE/ [CR]

(Check all applicable)

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

10% Owner Other (specify

100 FIRST STAMFORD PLACE

(Street)

01/25/2017

X_ Officer (give title below) Senior Vice President

4. If Amendment, Date Original

Applicable Line)

Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

STAMFORD, CT 06902-6784

,			Person								
(City)	(Yy) (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)		Transaction(A) or Dis Code (Instr. 3, 4 (Instr. 8)		(A) or		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)		
CRANE CO. COMMON, PAR VALUE \$1.00	01/25/2017		Code V M	Amount 516 (1)	(D)		146,361	D			
CRANE CO. COMMON, PAR VALUE \$1.00	01/25/2017		F	203 (1)	D	\$ 75.25	146,158	D			
CRANE CO. COMMON,	01/26/2017		M	321 (2)	A	\$0	146,479	D			

PAR VALUE \$1.00

CRANE CO. COMMON,

PAR 01/26/2017 F 126 (2) D \$74.6 146,353 D

VALUE \$1.00

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

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SEC 1474

(9-02)

8. F Der Sec (Ins

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. 5. Number Transaction Code Derivative (Instr. 8) 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
Restricted Share Unit	(3)	01/25/2017		M	516 (1)	(3)	<u>(4)</u>	CRANE CO. COMMON, PAR VALUE \$1.00	516
Restricted Share Unit	<u>(5)</u>	01/26/2017		M	321	<u>(5)</u>	<u>(4)</u>	CRANE CO. COMMON, PAR VALUE \$1.00	321

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners 2

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Director 10% Owner Officer Other

ELLIS BRADLEY Senior
100 FIRST STAMFORD PLACE Vice
STAMFORD, CT 06902-6784 President

Signatures

Attorney In Fact,
Christopher Dee
01/27/2017

**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).
- On January 25, 2017, 516 Restricted Share Units, which represent the right to receive one share of Crane Co. Common Stock, previously (1) reported as beneficially owned by the reporting person, vested due to the passage of time, and 203 shares were withheld to pay taxes on the resulting gain, resulting in a net issuance of 313 shares of Crane Co. Common Stock.
- On January 26, 2017, 321 Restricted Share Units, which represent the right to receive one share of Crane Co. Common Stock, previously (2) reported as beneficially owned by the reporting person, vested due to the passage of time, and 126 shares were withheld to pay taxes on the resulting gain, resulting in a net issuance of 195 shares of Crane Co. Common Stock.
- 25% of the Restricted Share Units granted will be converted into shares of Common Stock on each of the first, second, third and fourth anniversaries of the grant date (January 25, 2016), provided the recipient remains employed by the Company; all Restricted Share Units will be converted into shares of Common Stock upon retirement, death, permanent disability, or termination following a change in control of the Company.
- (4) A Restricted Share Unit is forfeited if the recipient ceases to be employed by the Company before it has been converted to Common Stock
- 25% of the Restricted Share Units granted will be converted into shares of Common Stock on each of the first, second, third and fourth anniversaries of the grant date (January 26, 2015), provided the recipient remains employed by the Company; all Restricted Share Units will be converted into shares of Common Stock upon retirement, death, permanent disability, or in the event of a change in control of the Company.

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.

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