

CRANE CO /DE/  
Form 4  
February 01, 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 \*  
MITCHELL MAX H

(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)  
01/30/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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)
CRANE CO. COMMON, PAR VALUE \$1.00	01/30/2017		M	(A) or (D) 32,831 (1)	\$ 0 134,021	D	
CRANE CO. COMMON, PAR VALUE \$1.00	01/30/2017		F	(A) or (D) 14,083 (2)	\$ 73.9 119,938	D	
CRANE CO. COMMON, PAR VALUE \$1.00	01/30/2017		A	(A) or (D) 56 (3)	\$ 0 2,605	I	401(K)

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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 Underlying Instrument (Instr. 3)
					V	(A)	(D)	Date Exercisable	Expiration Date	
2014 Performance-Based Restricted Share Unit	(1)	01/30/2017		M		28,450 (2)		(1)	(1)	CEO
2017 Performance-Based Restricted Share Unit	(4)	01/30/2017		A		28,500		(5)	(5)	COM
Employee Stock Option (Right to Buy)	\$ 73.9	01/30/2017		A		117,103		(6)	01/30/2027	COM

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MITCHELL MAX H 100 FIRST STAMFORD PLACE STAMFORD, CT 06902-6784	X		President and CEO	

## Signatures

Attorney In Fact,  
Christopher Dee  
02/01/2017

\_\_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) Each 2014 Performance-Based RSU granted in January 2014 represented a contingent right to receive a number of shares of Crane Co. Common Stock between zero and 1.75 to be determined with reference to the Total Shareholder Return of Crane Co.'s Common Stock compared to that of the companies in the S&P MidCap 400 Capital Goods Group during the period beginning January 1, 2014 and ending December 31, 2016. On January 30, 2016, each Performance-Based RSU was converted to the right to receive 115.4 shares of Common Stock.

(2) 28,450 Performance-Based RSUs granted in January 2014 were converted on January 30, 2017 into the right to receive 32,831 shares of Common Stock, 14,083 shares were surrendered to pay taxes on the resulting gain.

(3) Between January 1, 2016 and December 31, 2016, Mr. Mitchell acquired an aggregate of 56 shares of common stock at prevailing market prices through the issuer's 401(K) plan.

(4) Each 2017 Performance-Based RSU represents a contingent right to receive a number of shares of Crane Co. common stock between zero and 2.00, depending upon the Total Shareholder Return of Crane Co.'s common stock compared to that of the companies in the S&P MidCap 400 Capital Goods Group during the period beginning January 1, 2017 and ending December 31, 2019.

(5) Assuming the performance conditions specified in footnote 2 are met, the Performance-Based RSUs will vest on December 31, 2019, provided the recipient remains employed by the Company; or upon the recipient's earlier retirement, death or permanent disability; or upon a change in control of the Company.

(6) Options become exercisable 25% on the first anniversary, 50% on the second anniversary, 75% on the third anniversary and 100% on the fourth anniversary of the date of grant.

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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