

Baron Curtis A JR  
Form 4  
January 29, 2019

**FORM 4**

**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.  
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

## OMB APPROVAL

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Baron Curtis A JR

(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)

01/25/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Vice President, Controller

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3)          | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| CRANE CO.<br>COMMON,<br>PAR<br>VALUE<br>\$1.00 | 01/25/2019                              |                                                             | M                                    | 163 <sup>(1)</sup> A \$ 0                                               | 14,853                                                                                                             | D                                                                       |                                                                   |
| CRANE CO.<br>COMMON,<br>PAR<br>VALUE<br>\$1.00 | 01/25/2019                              |                                                             | F                                    | 65 <sup>(1)</sup> D \$<br>79.37                                         | 14,788                                                                                                             | D                                                                       |                                                                   |
| CRANE CO.<br>COMMON,                           | 01/26/2019                              |                                                             | M                                    | 122 <sup>(2)</sup> A \$ 0                                               | 14,910                                                                                                             | D                                                                       |                                                                   |

PAR  
VALUE  
\$1.00

CRANE CO.  
COMMON,

PAR 01/26/2019  
VALUE  
\$1.00

CRANE CO.  
COMMON,

PAR 673 I 401(K)  
VALUE  
\$1.00

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.**

SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |     | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                    | 8. P<br>Der<br>Sec<br>(Ins                        |                                        |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|-----|---------------------------------------------------------------------|--------------------|---------------------------------------------------|----------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V                                                                                                                  | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date | Title                                             | Amount<br>or<br>Number<br>of<br>Shares |
| Restricted<br>Share Unit                            | (3)                                                                   | 01/25/2019                              |                                                             | M                                       |                                                                                                                    | 163                                                            | (1) | (3)                                                                 | (4)                | CRANE<br>CO.<br>COMMON,<br>PAR<br>VALUE<br>\$1.00 | 163                                    |
| Restricted<br>Share Unit                            | (5)                                                                   | 01/26/2019                              |                                                             | M                                       |                                                                                                                    | 122                                                            | (2) | (5)                                                                 | (4)                | CRANE<br>CO.<br>COMMON,<br>PAR<br>VALUE<br>\$1.00 | 122                                    |

## Reporting Owners

| Reporting Owner Name / Address                                           | Relationships |           |                            |       |
|--------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                          | Director      | 10% Owner | Officer                    | Other |
| Baron Curtis A JR<br>100 FIRST STAMFORD PLACE<br>STAMFORD, CT 06902-6784 |               |           | Vice President, Controller |       |

## Signatures

Attorney In Fact, Alishba  
Kassim

01/29/2019

\_\_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) On January 25, 2019, 163 Restricted Share Units, each of which represent the right to receive one share of Crane Co. Common Stock, previously reported as beneficially owned by the reporting person, vested due to the passage of time, and 65 shares were withheld to pay taxes on the resulting gain, resulting in a net issuance of 98 shares of Crane Co. Common Stock.

(2) On January 26, 2019, 122 Restricted Share Units, each of which represent the right to receive one share of Crane Co. Common Stock, previously reported as beneficially owned by the reporting person, vested due to the passage of time, and 48 shares were withheld to pay taxes on the resulting gain, resulting in a net issuance of 74 shares of Crane Co. Common Stock.

(3) 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, or retires after age 65, or after age 62 with ten years of service; all Restricted Share Units will be converted into shares of Common Stock upon death or permanent disability, or if employment is involuntarily terminated within two years after a change in control of the Company.

(4) A Restricted Share Unit is forfeited if the recipient resigns, or employment is terminated, before it has been converted to Common Stock.

(5) 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, or retires after age 65, or after age 62 with ten years of service; all Restricted Share Units will be converted into shares of Common Stock upon death or permanent disability, or if employment is involuntarily terminated within two years after 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.

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