

LOCHNER PHILIP R

Form 4/A

May 01, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
LOCHNER PHILIP R

(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)

04/29/2019

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

04/30/2019

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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	04/29/2019		M	25,141 (1) A	\$ 0 25,491	D	

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
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SEC 1474
(9-02)

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

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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)		8. Amount or Number of Shares	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Deferred Stock Units	(2)	04/29/2019(3)		A		421		(4)	(4)	CRANE CO. COMMON, PAR VALUE \$1.00	421
Deferred Stock Units	(2)	04/29/2019		M		25,141 (1)		(4)	(4)	CRANE CO. COMMON, PAR VALUE \$1.00	25,141

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LOCHNER PHILIP R 100 FIRST STAMFORD PLACE STAMFORD, CT 06902-6784	X			

Signatures

Attorney In Fact, Alishba Kassim 05/01/2019

****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. Lochner retired as of the Annual Meeting of Stockholders on April 29, 2019. 25,141 previously granted Deferred Stock Units converted to shares of Crane Co. Common Stock on that date.
- (2) Each Deferred Stock Unit represents the right to receive one share of Crane Co. common stock upon separation from service on the Board of Directors.
- (3) Additional Deferred Stock Units are granted during the year to coincide with payment of dividends on Crane Co. Stock.
- (4) Following separation from service on the Board of Directors, the Director will receive one share of Crane Co. common stock for each Deferred Stock Unit; however, if the Directors service terminates before the first anniversary of the Grant, except for reasons of death, or a change in control of Crane Co., then the right to receive such shares will expire.

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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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