

DUPONT AUGUSTUS I
Form 4
January 31, 2018

FORM 4

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

OMB APPROVAL

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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 *
DUPONT AUGUSTUS I

2. Issuer Name and Ticker or Trading Symbol
CRANE CO /DE/ [CR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
100 FIRST STAMFORD PLACE

3. Date of Earliest Transaction (Month/Day/Year)
01/29/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

V.P., Gen. Couns. & Sec.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

STAMFORD, CT 06902-6784

(City) (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) | 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) | |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | Code | V | Amount | (D) | Price | |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 01/29/2018 | | M | | 7,782 (1) | A | \$ 0 88,786 | D |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 01/29/2018 | | F | | 2,384 (2) | D | \$ 0 86,402 | D |

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

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SEC 1474 (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 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 Security (Instr. 3 and 4) |
|---|--|---|---|-----------------------------------|---|---|--|
| 2015 Performance-Based Restricted Share Unit | (1) | 01/29/2018 | | M | 4,583 | (1) (1) | CRANE CO. COMMON, PAR VALUE \$1.00 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DUPONT AUGUSTUS I 100 FIRST STAMFORD PLACE STAMFORD, CT 06902-6784 | | | V.P., Gen. Couns. & Sec. | |

Signatures

Attorney In Fact,
Christopher Dee
01/31/2018

__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 2015 Performance-Based RSU granted in January 2015 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 companies in the S&P MidCap 400 Capital Goods Group during the period beginning January 1, 2015 and ending December 31, 2017. On January 30, 2018, each Performance-Based RSU was converted to the right to receive 1.698 shares of Common Stock.
- (2) 4,583 Performance-Based RSUs granted in January 2015 were converted on January 29, 2017 into the right to receive 7,782 shares of Common Stock, 2,384 shares were surrendered to pay taxes on the resulting gain.

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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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