

KAROL STEVEN E
Form 4/A
October 05, 2012

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 *
KAROL STEVEN E

2. Issuer Name and Ticker or Trading Symbol
CARPENTER TECHNOLOGY CORP [CRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/30/2012

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

C/O CARPENTER TECHNOLOGY CORPORATION, PO BOX 14662

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
09/04/2012

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

READING, PA 19612

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
							\$ 0
Common Stock	08/30/2012		J(1)(2)(3)		1,797,428	D	<u>(1)</u> <u>(2)</u> <u>(3)</u>
Common Stock					991,521	I	<u>(4)</u>

See Explanation of Responses (1) (2) (3) (4)

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 and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KAROL STEVEN E
C/O CARPENTER TECHNOLOGY CORPORATION
PO BOX 14662
READING, PA 19612

X

Signatures

/s/ James D.
Dee/POA 10/05/2012

**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).

The reporting person is an affiliate of Watermill-Toolrock Enterprises LLC, Watermill-Toolrock Partners, LP, and Watermill-Toolrock Partners II, LP (collectively, the "Watermill Funds"), which are affiliates of Toolrock Investments LLC ("Toolrock"). In connection with the acquisition of Latrobe Specialty Metals, Inc. ("Latrobe") pursuant to an agreement and plan of merger entered into by the Issuer on

- (1) June 20, 2011 (the "Merger Agreement") and closed on February 29, 2012 (the "Closing Date"). Toolrock received 7,666,028 shares of the common stock of the Issuer in exchange for all of Toolrock's common and preferred shares of Latrobe. After the Closing Date, Toolrock conducted a pro-rata, in-kind distribution of its 7,666,028 shares of common stock of the Issuer to its members (the "Toolrock Distribution"). (Continue in footnote 2)
- (2) As a result of the Toolrock Distribution, the Watermill Funds, directly, and the reporting person, indirectly, was the beneficial owner of 2,835,554 shares of common stock of the Issuer. On August 30, 2012, Watermill Funds received 134,397 shares of common stock of the

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Issuer from another affiliate of Toolrock. On August 30, 2012, pursuant to a registration statement filed and automatically effective on June 14, 2012, the Watermill Funds conducted an in-kind distribution of 2,304,785 shares of common stock of the Issuer to their respective members and partners (the "Watermill Distribution"). (Continue in footnote 3)

- In the Watermill Distribution, (i) persons and entities not affiliated with the reporting person received 1,797,428 shares of common stock of the Issuer, (ii) the reporting person received 181,002 shares of common stock of the Issuer and (iii) HMK Enterprises, Inc. and SKF Limited Partnership, both affiliates of the reporting person, received an aggregate of 326,355 shares of common stock of the Issuer. Following the Watermill Distribution, the reporting person beneficially owns 1,172,523 shares of common stock of the Issuer, 181,002 of which are owned directly while the remaining 991,521 are owned indirectly.
- (4) This amended Form 4 is being filed in its entirety to reflect the number of shares that were beneficially owned by the reporting person prior to the August 30, 2012 distribution.

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.