Platt Robert A. Form 4
June 01, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction 1(b).

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 **
Platt Robert A.

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Issuer

below)

(Last)

(First) (Middle)

GRAHAM CORP [GHM]
3. Date of Earliest Transaction

(Month/Day/Year)

05/30/2012

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

(Check all applicable)

Vice President of Sales

C/O GRAHAM CORPORATION, 20 FLORENCE

AVENUE

(City)

 Individual or Joint/Group Filing(Check Applicable Line)

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

(Zip)

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

BATAVIA, NY 14020

(State)

1.Title of Security (Month/Day/Year) Execution Date, if (Instr. 3) Execution Date, if (Month/Day/Year) (Month/Day/Year)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities For Beneficially (I Owned In Following (I Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)

(A) or a. V. Amount (D)

Code V Amount (D) Price

Common 05/30/2012 Stock

 $A_{(1)} = \begin{pmatrix} 2,140 \\ (1) \end{pmatrix} A = \begin{pmatrix} 5,894 \\ 1 \end{pmatrix}$

0 5,894 D

Transaction(s)

(Instr. 3 and 4)

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

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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. Transactic Code (Instr. 8)	5. Number coof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 18.65 (2)	05/30/2012		A	3,617 (2)	(2)	05/30/2022	Common Stock	3,617 (2)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Platt Robert A. C/O GRAHAM CORPORATION 20 FLORENCE AVENUE BATAVIA, NY 14020

Vice President of Sales

Signatures

/s/ Robert A. 06/01/2012 Platt

**Signature of Date
Reporting Person

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).
- This performance-vested restricted stock award was granted under the Amended and Restated 2000 Graham Corporation Incentive Plan (1) to Increase Shareholder Value in a transaction exempt under Rule 16b-3 and is subject to forfeiture if certain vesting conditions are not met. The number of shares reported assumes maximum achievement of the performance criteria.
- This option was granted under the Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value in a (2) transaction exempt under Rule 16b-3 and is exercisable 33 1/3% per year over three years beginning on the first anniversary of the grant date.

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.

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