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CRANE CO /DE/
Form S-3/A
September 22, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 22, 2003

REGISTRATION NO. 33-53709

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-3/A
POST-EFFECTIVE AMENDMENT NO. 2
TO
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

CRANE CO.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

100 FIRST STAMFORD PLACE
STAMFORD, CONNECTICUT 06902
(203) 363-7300

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

AUGUSTUS I. DUPONT
VICE PRESIDENT, GENERAL COUNSEL & SECRETARY
CRANE CO.

100 FIRST STAMFORD PLACE
STAMFORD, CONNECTICUT 06902
(203) 363-7300

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: Not
applicable.

If the only securities being registered on this form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

If any of the securities being registered on this form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, other than securities offered only in connection with
dividend or interest reinvestment plans, check the following box. [x]

If this form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following box
and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. []

If this form is a post-effective amendment filed pursuant to Rule

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462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

DEREGISTRATION OF DEBT SECURITIES

This Post-Effective Amendment No. 2 (the "Amendment") to the Registration Statement filed on Form S-3 (SEC File No. 33-53709) (the "Registration Statement") is being filed by Crane Co. (the "Company") in order to deregister the \$50,000,000 principal amount of Debt Securities which remains unsold under the Registration Statement. As a result of this deregistration, no Debt Securities remain registered for sale pursuant to the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this post-effective amendment to registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on September 22, 2003.

Dated: September 22, 2003

Crane Co.

By: /s/ Eric C. Fast

Eric C. Fast
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment to registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Eric C. Fast ----- Eric C. Fast	President and Chief Executive Officer and Director	September 22, 2003
/s/ George Scimone ----- George S. Scimone	Vice President - Finance and Chief Financial Officer	September 22, 2003
/s/ Joan Atkinson Nano -----	Vice President and Controller	September 22, 2003

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Joan Atkinson Nano

/s/ R. S. Evans	Director	September 2

R. S. Evans		
/s/ E. Thayer Bigelow, Jr.	Director	September 2

E. Thayer Bigelow, Jr.		
/s/ Richard S. Forte	Director	September 2

Richard S. Forte		
/s/ Dorsey R. Gardner	Director	September 2

Dorsey R. Gardner		
/s/ Jean Gaulin	Director	September 2

Jean Gaulin		
/s/ William Lipner	Director	September 2

William E. Lipner		
/s/ Dwight C. Minton	Director	September 2

Dwight C. Minton		
/s/ Charles J. Queenan, Jr.	Director	September 2

Charles J. Queenan, Jr.		
/s/ James L. Tullis	Director	September 2

James L. Tullis		