

Lindsay Ronald Carter
 Form 4
 April 30, 2019

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 *
 Lindsay Ronald Carter

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)
 04/29/2019

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

(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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 04/29/2019 | | A | | 284 ⁽¹⁾ | A | \$ 0 591 |

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 required to respond unless the form displays a currently valid OMB control number.

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 (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 |
|--|--|--------------------------------------|--|--------------------------------|--|--|---|-------------------------------|
| Deferred Stock Units | (2) | 04/29/2019 | | A | 2,394 | (3) (3) | CRANE CO. COMMON, PAR VALUE \$1.00 | 2,394 |
| Deferred Stock Units | (2) | 04/29/2019(4) | | A | 231 | (3) (3) | CRANE CO. COMMON, PAR VALUE \$1.00 | 231 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Lindsay Ronald Carter 100 FIRST STAMFORD PLACE STAMFORD, CT 06902-6784 | | | X | |

Signatures

Attorney In Fact, Alishba Kassim
04/30/2019

__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) The shares were granted as part of the reporting person's election to receive a portion of his annual cash retainer for board services in shares of Crane Co. common stock. The shares are fully vested upon grant.
- (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) 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

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a change in control of Crane Co., then the right to receive such shares will expire.

(4) Additional Deferred Stock Units are granted during the year to coincide with payment of dividends on Crane Co. Stock.

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.