

SCANNELL PETER O  
Form 4  
April 25, 2018

**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 \*  
SCANNELL PETER O

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  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/23/2018

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

STAMFORD, CT 06902-6784  
(City) (State) (Zip)

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

**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 (Instr. 4) |
|------------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                    |                                      |  | Code                           | V   | Amount  | (D)  | Price                             |
| CRANE CO. COMMON, PAR VALUE \$1.00 | 04/23/2018                           |  | M                              |   | 7,390<br>(1)  | A  | \$ 0 7,390                        |
|                                    |                                      |  |                                |   |   | D  |                                   |

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Deferred Stock Units                       | (2)  | 04/23/2018(3)                        |  | A                              | 107   | (4) (4)  | CRANE CO. COMMON, PAR VALUE \$1.00                            | 107                           |
| Deferred Stock Units                       | (2)  | 04/23/2018                           |  | M                              | 7,390(1)  | (4) (4)  | CRANE CO. COMMON, PAR VALUE \$1.00                            | 7,390                         |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SCANNELL PETER O<br>100 FIRST STAMFORD PLACE<br>STAMFORD, CT 06902-6784 |               |           | X       |       |

## Signatures

Attorney In Fact,  
Christopher Dee

04/25/2018

\_\_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) Mr. Scannell resigned from the Board effective as of the Annual Meeting on April 23, 2018. 7,390 previously granted Deferred Stock Units converted to shares of Crane Co. Common Stock on that date.
- (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) Additional Deferred Stock Units are granted during the year to coincide with payment of dividends of Crane Co. Stock.
- (4)

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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 Director's service terminates before the first anniversary of the Grant, except for reasons of death, or a change in control of Crane Co., then the right to receive such shares will expire.

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.