FORM 10-Q
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

(Mark one)
[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For Quarterly Period Ended September 30, 2000

OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934.

For the transition period from ___________ to ___________

Commission File Number 1-8462

GRAHAM CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE	16-1194720
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
20 FLORENCE AVENUE, BATAVIA, NEW YORK	14020
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including Area Code - 716-343-2216

(Former name, former address and former fiscal year, if changed since last report.)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

YES __X__ NO _____

As of November 6, 2000, there were outstanding 1,629,322 shares of common stock, $.10 per share.

GRAHAM CORPORATION AND SUBSIDIARIES

FORM 10-Q

SEPTEMBER 30, 2000

PART I - FINANCIAL INFORMATION

Unaudited consolidated financial statements of Graham Corporation (the Company) and its subsidiaries as of September 30, 2000 and for the three month and six month periods then ended are presented on the following pages. The financial statements have been prepared in accordance with the company's usual accounting policies, are based in part on approximations and reflect all normal and recurring adjustments which are, in the opinion of management, necessary to a fair presentation of the results of the interim periods.

This part also includes management's discussion and analysis of the Company's financial condition as of September 30, 2000 and its results of operations for the three and six month periods then ended.

GRAHAM CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

<TABLE>
<CAPTION>

	September 30, 2000	March 31, 2000
Assets		
Current Assets:		
Cash and equivalents	$ 98,000	$ 1,110,000
Investments	4,905,000	4,905,000
Trade accounts receivable	7,197,000	7,593,000
Inventories	5,709,000	6,640,000
Domestic and foreign income taxes receivable		300,000
Deferred income tax asset	1,526,000	1,644,000
Prepaid expenses and other current assets	483,000	400,000
	19,918,000	22,592,000
Property, plant and equipment, net	10,087,000	10,105,000
Deferred income tax asset	1,941,000	1,862,000
Other assets	26,000	37,000
	$31,972,000	$34,596,000

</TABLE>

GRAHAM CORPORATION AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS (concluded)

<TABLE>
<CAPTION>

	September 30, 2000	March 31, 2000
Liabilities and Shareholders' Equity		
Current liabilities:		
Short-term debt	$ 1,150,000	$ 2,000,000
Current portion of long-term debt	196,000	286,000
Accounts payable	1,995,000	2,672,000
Accrued compensation	2,584,000	3,228,000
Accrued expenses and other liabilities	740,000	865,000
Customer deposits	823,000	444,000
Domestic and foreign income taxes payable	70,000	
Contingent liability		700,000
	7,558,000	10,195,000
Long-term debt	2,025,000	1,948,000
Accrued compensation	807,000	766,000
Deferred income tax liability	31,000	33,000
Other long-term liabilities	12,000	13,000
Accrued pension liability	1,462,000	1,339,000
Accrued postretirement benefits	3,246,000	3,210,000
Total liabilities	15,141,000	17,504,000
Shareholders' equity:		
Preferred Stock, $1 par value - Authorized, 500,000 shares		
Common stock, $.10 par value - Authorized, 6,000,000 shares Issued 1,697,645 shares on September 30, 2000 and 1,690,595 on March 31, 2000	169,000	169,000
Capital in excess of par value	4,537,000	4,521,000
Retained earnings	16,301,000	16,898,000
Accumulated other comprehensive loss	(2,173,000)	(1,964,000)
	18,834,000	19,624,000
Less:		
Treasury Stock	(1,161,000)	(2,532,000)
Notes receivable from officers and directors	(842,000)	
Total shareholders' equity	16,831,000	17,092,000
	$31,972,000	$34,596,000

</TABLE>

GRAHAM CORPORATION AND SUBSIDIARIES

CONSOLIDATED STATEMENTS OF OPERATIONS AND RETAINED EARNINGS

<TABLE>
<CAPTION>

	Three Months ended September 30, 2000	Three Months ended September 30, 1999	Six Months ended September 30, 2000	Six Months ended September 30, 1999
Net Sales	$11,726,000	$11,659,000	$20,010,000	$20,712,000
Cost and expenses:				
Cost of products sold	8,812,000	8,368,000	15,237,000	14,782,000
Selling, general and administrative	2,444,000	2,423,000	4,751,000	4,721,000

Interest expense	66,000	69,000	140,000	110,000
	11,322,000	10,860,000	20,128,000	19,613,000
Income (Loss) before income taxes	404,000	799,000	(118,000)	1,099,000
Provision (Benefit) for income taxes	137,000	290,000	(31,000)	409,000
Net income	267,000	509,000	(87,000)	690,000
Retained earnings at beginning of period	16,544,000	17,912,000	16,898,000	17,731,000
Loss on issuance of treasury stock	(510,000)		(510,000)	
Retained earnings at end of period	$16,301,000	$18,421,000	$16,301,000	$18,421,000
Per Share Data:				
Basic:				
Net income (loss)	$.17	$.33	$(.06)	$.45
Diluted:				
Net income (loss)	$.16	$.33	$(.06)	$.45

</TABLE>

GRAHAM CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS

<TABLE>
<CAPTION>

	Six Months Ended September 30, 2000	1999
<S>	<C>	<C>
Operating activities:		
Net income (loss)	$ (87,000)	$ 690,000
Adjustments to reconcile net income to net cash(used) provided by operating activities:		
Depreciation and amortization	479,000	510,000
Gain on sale of property, plant and equipment	(55,000)	(1,000)
(Increase) Decrease in operating assets:		
Accounts receivable	334,000	201,000
Inventory, net of customer deposits	1,229,000	966,000
Prepaid expenses and other current and non-current assets	(91,000)	(1,249,000)
Increase (Decrease) in operating liabilities:		
Accounts payable, accrued compensation, accrued expenses and other liabilities	(2,065,000)	(2,929,000)
Accrued compensation, accrued pension liability, and accrued postemployment benefits	200,000	(55,000)
Domestic and foreign income taxes	369,000	105,000
Other long-term liabilities		(2,000)
Deferred income taxes	(15,000)	
Total adjustments	385,000	(2,454,000)
Net cash provided (used) by operating activities	298,000	(1,764,000)

</TABLE>

GRAHAM CORPORATION AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS (concluded)

	Six Months Ended September 30, 2000	1999
Investing activities:		
Purchase of property, plant and equipment	(786,000)	(256,000)
Proceeds from sale of property, plant and equipment	293,000	1,000
Purchase of investments		(904,000)
Proceeds from maturity of investments		906,000
Net cash used by investing activities	(493,000)	(253,000)
Financing activities:		
Increase (Decrease) in short-term debt	(850,000)	2,084,000
Proceeds from issuance of long-term debt	8,934,000	
Principal repayments on long-term debt	(8,922,000)	(165,000)
Issuance of common stock	23,000	
Sale of treasury stock	12,000	
Purchase of treasury stock		(10,000)
Net cash (used) provided by financing activities	(803,000)	1,909,000
Effect of exchange rate on cash	(14,000)	(12,000)
Net decrease in cash and equivalents	(1,012,000)	(120,000)
Cash and equivalents at beginning of period	1,110,000	120,000
Cash and equivalents at end of period	$ 98,000	$ 0

GRAHAM CORPORATION AND SUBSIDIARIES
NOTES TO FINANCIAL INFORMATION
SEPTEMBER 30, 2000

NOTE 1 - INVENTORIES

Major classifications of inventories are as follows:

	9/30/00	3/31/00

Raw materials and supplies	$1,399,000	$1,627,000
Work in process	4,486,000	6,045,000
Finished products	1,548,000	1,304,000
	7,433,000	8,976,000
Less - progress payments	1,724,000	2,336,000
	$5,709,000	$6,640,000

</TABLE>

NOTE 2 - EARNINGS PER SHARE:

Basic earnings per share is computed by dividing net income by the weighted average number of common shares outstanding for the period. Diluted earnings per share is calculated by dividing net income by the weighted average number of common and, when applicable, potential common shares outstanding during the period. A reconciliation of the numerators and denominators of basic and diluted earnings per share is presented below:

<TABLE>
<CAPTION>

	Three months ended September 30, 2000	Three months ended September 30, 1999	Six months ended September 30, 2000	Six months ended September 30, 1999
Basic earnings (loss) per share				
Numerator:				
Net income (loss)	$ 267,000	$ 509,000	$ (87,000)	$ 690,000
Denominator:				
Weighted common shares outstanding	1,590,000	1,520,000	1,547,000	1,520,000
Share equivalent units (SEU) outstanding	11,000	11,000	11,000	8,000
Weighted average shares and SEU's outstanding	1,601,000	1,531,000	1,558,000	1,528,000
Basic earnings (loss) per share	$.17	$.33	$(.06)	$.45

</TABLE>

NOTE 2 - EARNINGS PER SHARE: (concluded)

<TABLE>

	Three months ended September 30, 2000	Three months ended September 30, 1999	Six months ended September 30, 2000	Six months ended September 30, 1999
Diluted earnings (loss) per share				
Numerator:				
Net income (loss)	$ 267,000	$ 509,000	$ (87,000)	$ 690,000
Denominator:				
Weighted average shares and SEU's outstanding	1,601,000	1,531,000	1,558,000	1,528,000
Stock options outstanding	17,000	3,000		4,000
Contingently issuable SEU's	8,000			7,000
Weighted average common and potential common shares outstanding	1,618,000	1,542,000	1,558,000	1,539,000
Diluted earnings (loss) per share	$.16	$.33	$(.06)	$.45

</TABLE>

Options to purchase 46,500 shares of common stock at $21.44 per share, 9,000 shares at $21.25, 2,250 shares at $17.88, 8,250 shares at $17, 2,250 shares at $16.13, 8,250 shares at $11.33, and 9,000 shares at $11 were not included in the computation of diluted earnings per share for the three month period in fiscal year 2001 because the options' exercise price was greater than the average market price of the common shares.

All options to purchase shares of common stock at various exercise prices were excluded from the computation of diluted loss per share for the six month period in fiscal year 2001 as the effect would be antidilutive due to the net loss for the period.

NOTE 3 - CASH FLOW STATEMENT

Actual interest paid was $142,000 and $94,000 for the six months ended September 30, 2000 and 1999, respectively. In addition, actual income taxes refunded were $385,000 for the six months ended September 30, 2000 and actual income taxes paid were $304,000 for the six months ended September 30, 1999.

NOTE 3 - CASH FLOW STATEMENT (concluded)

Non-cash activities during the six months ended September 30, 2000 included capital expenditures totaling $2,000 which were financed through the issuance of capital leases. In addition, certain officers and directors purchased treasury stock from the Company in which the individuals paid cash equal to the par value of the shares and a note receivable was recorded by the Company for the remaining balance due on the purchase of the shares.

During the six months ended September 30, 1999, non cash activities included the reversal of a minimum pension liability adjustment, net of a $510,000 tax benefit, totaling $1,191,000 which had been recognized in the previous year.

NOTE 4 - COMPREHENSIVE INCOME

Total comprehensive income was $180,000 and $1,787,000 for the three months ended September 30, 2000 and 1999, respectively. Other comprehensive income (loss) for the three months ended September 30, 2000 and 1999 included foreign currency translation adjustments of $(87,000) and $87,000, respectively. Total comprehensive income (loss) for the six months ended September 30, 2000 and 1999 was $(296,000) and $1,939,000, respectively. Other comprehensive income (loss) for the six months ended September 30, 2000 and 1999 included foreign currency translation adjustments of $(209,000) and $58,000, respectively. In addition, other comprehensive income for the three month and six month periods ended September 30, 1999 included a minimum pension liability adjustment of $1,191,000.

NOTE 5 - SEGMENT INFORMATION

The Company's business consists of two operating segments based upon geographic area. The United States segment designs and manufactures heat transfer and vacuum equipment and the operating segment located in the United Kingdom manufactures vacuum equipment. Operating segment information is presented below:
<TABLE>
<CAPTION>

	Three Months Ended September 30, 2000	Three Months Ended September 30, 1999	Six Months Ended September 30, 2000	Six Months Ended September 30, 1999
<S>	<C>	<C>	<C>	<C>
Sales from external customers				
U.S.	$11,071,000	$10,660,000	$18,484,000	$18,714,000
U.K.	655,000	999,000	1,526,000	1,998,000
Total	$11,726,000	$11,659,000	$20,010,000	$20,712,000

</TABLE>

NOTE 5 - SEGMENT INFORMATION (concluded)

<TABLE>
<CAPTION>

	Three Months Ended September 30, 2000	Three Months Ended September 30, 1999	Six Months Ended September 30, 2000	Six Months Ended September 30, 1999
Intersegment sales				
U.S.	$ 9,000	$ 160,000	$ 18,000	$ 160,000
U.K.	575,000	291,000	769,000	545,000
Total	$ 584,000	$ 451,000	$ 787,000	$ 705,000
Segment net income (loss)				
U.S.	$ 271,000	$ 569,000	$ (133,000)	$ 802,000
U.K.	(1,000)	(172,000)	(34,000)	(224,000)
Total segment net income	270,000	397,000	(167,000)	578,000
Elimination of intercompany profit in inventory	(3,000)	112,000	80,000	112,000
Net income	$ 267,000	$ 509,000	$ (87,000)	$ 690,000

</TABLE>

GRAHAM CORPORATION
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL
CONDITION AND RESULTS OF OPERATIONS
September 30, 2000

Results of Operations

Sales increased 1% in the second quarter of fiscal year 2001 compared to 2000. Sales for the second quarter increased 2% in the United States and decreased 5% in the United Kingdom compared to 2000. Sales for the six months ended September 30, 2000 were down 2% and 10% in the United States and the United Kingdom, respectively, compared to sales for the same period last year. The decline in sales for the six month period in the United States is attributable to uneven shipment schedules among the four quarters of the year due to customer requirements. The decline in the United Kingdom was due primarily to a decrease in the foreign exchange rate. An increase in sales is anticipated for the remainder of the year and annual sales are forecasted to exceed sales for fiscal year 2000.

Cost of sales as a percent of sales for the second quarter 2001 increased slightly to 75% compared to 72% a year ago. In the United States, cost of sales as a percent of sales was 77% compared to 73% for the same quarter last year. In the United Kingdom, cost of sales as a percent of sales for the quarter was 68% compared to 81% last year. For the six months, cost of sales as a percent of sales climbed to 76% compared to 71% in fiscal year 2000. For the six month period in the United States, the cost of sales percentage was 78% compared to 72% for the same period last year while in the United Kingdom it declined from 78% to 71%. The increases in the United States are due to product mix as direct costs for rectangular condensers exceed direct costs for the smaller, circular condensers. The United Kingdom percentages are also product mix as prior year sales consisted of significant projects which were material intensive.

For the three month and six month periods, selling, general and administrative expenses increased 1% from the same periods in fiscal year 2000. Selling, general and administrative expenses as a percent of sales for the quarters ended September 30, 2000 and 1999 remained stable at 21%. For the six month period, selling, general and administrative expenses increased to 24% from 23% last year. These increases are primarily attributable to marketing expenses incurred in the United States in accordance with the Company's strategic plan.

Interest expense for the second quarter of the current year was consistent with the prior year period. However, interest expense increased 27% for the six month period as compared to the same period in fiscal year 2000. This increase is reflective of higher levels of borrowing in the United States throughout the first half of the year compared to the first half of fiscal year 2000.

The effective income tax rates for the second quarter and six month period in fiscal year 2001 were 34% and 26%, respectively, compared with the 2000 effective tax rates of 36% and 37% for the same periods.

Financial Condition

The financial condition of the Company has remained stable and strong during fiscal year 2001. Working capital of $12,360,000 at September 30, 2000 compares to $12,397,000 at March 31, 2000. This working capital decrease reflects a decline in current assets of $2,674,000 and a decrease in current liabilities of $2,637,000. The decrease in current assets related primarily to significant declines in cash and inventory. The decrease in cash is due to paydowns on short-term debt while the decline in inventory is attributable to the shipment of a large project that was in process at March 31, 2000. The decrease in current liabilities reflects the paydown of short-term debt, the decline in accounts payable which is attributable to timing of purchases and a decrease in the contingent liability due to the settlement of the Batavia landfill claim. The current ratio at September 30, 2000 is 2.6 compared to 2.2 at March 31, 2000.

Net cash provided from operating activities for the six months was $298,000. Net loss, adjusted for depreciation and amortization, provided for $392,000 of operating cash. Net cash used in investing activities for the first half of the year was $493,000. Capital expenditures were $786,000 compared to $256,000 for the same period last year. Proceeds from the sale of capital assets were used to finance a portion of the capital purchases. There were no major commitments for capital expenditures as of September 30, 2000. Net cash used in financing activities of $803,000 was due primarily to paydowns on short-term debt.

Management expects that the cash flow from operations and lines of credit will provide sufficient resources to fund the fiscal year 2001 cash requirements.

Total long-term debt decreased $13,000 due to scheduled paydowns on bank debt and capital leases offset by an increase in borrowing on the United States line of credit. The long-term debt to equity ratio remains unchanged at 13% at September 30, 2000 compared to fiscal year end 2000 and the total liabilities to assets ratio is 47% compared to 51% at March 31, 2000.

Shareholders' Equity decreased $261,000 from March 31, 2000. This decrease is attributable to a net loss of $87,000, other comprehensive loss of $209,000 and the sale of treasury stock which reduced treasury stock and retained earnings by $1,371,000 and $510,000, respectively. This treasury stock transaction also resulted in the recording of a note receivable of $842,000 which is classified as a reduction of shareholders' equity.

New Orders and Backlog

New orders for the second quarter were $11,524,000 compared to $10,174,000 for the same period last year. Prior to intercompany eliminations, new orders in the United States were $10,267,000 compared to $9,334,000 for the same period in fiscal 2000. New orders in the United Kingdom were $1,585,000 compared to $1,149,000 for the same quarter last year.

New Orders and Backlog (concluded

For the first half of the fiscal year new orders were $23,948,000 compared to $17,502,000 for the comparable six month period of fiscal 2000. Prior to eliminations, new orders in the United States were $22,028,000 for the six month period compared to $15,872,000 for the same period last year and new orders in the United Kingdom were $2,684,000 compared to $2,253,000 in fiscal 2000. The current level of new order activity is due to significant orders obtained for rectangular condensers and ejector systems. Management is optimistic that the core markets the Company serves are beginning to rebound and anticipates increased demand for its products in the refinery industry in light of the recent oil shortage.

Backlog of unfilled orders at September 30, 2000 is $28,180,000 compared to $12,240,000 at this time a year ago and $24,302,000 at March 31, 2000. Prior to eliminations, current backlog in the United States of $27,214,000 compares to $23,689,000 at March 31, 2000 and $11,620,000 at September 30, 1999. Current backlog in the United Kingdom of $1,486,000 compares to $1,198,000 at March 31, 2000 and $857,000 at September 30, 1999. The improved backlog is reflective of the recent order activity. The current backlog, with the exception of approximately $6,000,000, is scheduled to be shipped during the next twelve months and represents orders from traditional markets in the Company's established product lines.

Quantitative and Qualitative Disclosures about Market Risk

The Company is exposed to changes in interest rates, foreign currency exchange rates and equity prices which may adversely impact its results of operations and financial position. The Company is exposed to interest rate risk primarily through its borrowing activities. Risk associated with interest rate fluctuations on debt is managed by holding interest bearing debt to the absolute minimum and assessing the risks and benefits for incurring long-term debt. Based upon variable rate debt outstanding at September 30, 2000, a 1% change in interest rates would impact annual interest expense by $31,000.

Over the past three years, Graham's international consolidated sales exposure approximates fifty percent of annual sales. Operating in world markets involves exposure to movements in currency exchange rates. Currency movements can affect sales in several ways. Foremost, the ability to competitively compete for orders against competition having a relatively weaker currency. Business lost due to this cannot be quantified. Secondly, redemption value of sales can be adversely impacted. The substantial portion of Graham's sales are collected in U.S. dollars. The Company enters into forward foreign exchange agreements to hedge its exposure against unfavorable changes in foreign currency values on significant sales contracts negotiated in foreign currencies. Graham uses derivatives for no other reason.

Quantitative and Qualitative Disclosures about Market Risk (concluded)

Foreign operations produced a net loss in the second quarter and year-to-date of $1,000 and $34,000, respectively. As currency exchange rates change, translations of the income statements of our U.K. business into U.S. dollars affects year-over-year comparability of operating results. The Company does not hedge translation risks because cash flows from U.K. operations are mostly reinvested in the U.K. A 10% change in foreign exchange rates would have no impact on second quarter results and the year-to-date net loss would be impacted by approximately $3,000.

The Company has a Long-Term Incentive Plan which provides for awards of share equivalent units (SEU) for outside directors based upon the Company's performance. The outstanding SEU's are recorded at fair market value thereby exposing the Company to equity price risk. Gains and losses recognized due to market price changes are included in the quarterly results of operations. Based upon the SEU's outstanding at September 30, 2000 and 1999 and the respective quarter end market price per share, a twenty to forty percent change in the respective quarter end market price of the Company's common stock would positively or negatively impact the Company's second quarter operating results by $35,000 to $69,000 for 2001 and $14,000 to $27,000 for 2000. In the second quarter of 2001, the loss, net of tax benefit, recorded due to the increase in the stock price was $27,000. Assuming required net income of $500,000 to award SEU's is met and SEU's are granted to the five outside directors in accordance with the plan over the next five years, based upon the September 30, 2000 market price of the Company's stock of $11.50 per share, a twenty to forty percent change in the stock price would positively or negatively impact the Company's operating results by $45,000 to $89,000 in 2002, $47,000 to $93,000 in 2003 and $49,000 to $97,000 in 2004, 2005 and 2006.

Accounting Standard Changes

In June 1998, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities." This statement establishes accounting and reporting standards for derivative instruments, including certain derivative instruments embedded in other contracts, and derivatives utilized for hedging activities. It requires that an entity recognize all derivatives as either assets or liabilities in the statement of financial position and measure those instruments at fair value. This statement is effective for the Company in fiscal 2002. The impact of adopting this statement is not expected to have an adverse effect on the Company's financial statements.

Forward Looking

Certain statements contained in this document, that are not historical facts, constitute "Forward-Looking Statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements, in general, predict, forecast, indicate or imply future results, performance or achievements and

Forward Looking (concluded)

generally use words so indicative. The Company wishes to caution the reader that numerous important factors which involve risks and uncertainties, including but not limited to economic, competitive, governmental and technological factors affecting the Company's operations, markets, products, services and prices, and other factors discussed in the Company's filing with the Securities and Exchange Commission, in the future, could affect the Company's actual results and could cause its actual consolidated results to differ materially from those expressed in any forward-looking statement made by, or on behalf of, the Company.

GRAHAM CORPORATION AND SUBSIDIARIES
FORM 10-Q
SEPTEMBER 30, 2000
PART II - OTHER INFORMATION

Item 6. Exhibits and Reports on Form 8-K.

a. See index to exhibits.

b. A Form 8-K was filed on August 23, 2000 and included Items 5 and 7. No financial statements were required to be filed as part of the report.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GRAHAM CORPORATION

J. R. Hansen
Vice President Finance and
Administration / CFO (Principal
Accounting Officer)

Date 11/06/00

INDEX OF EXHIBITS

(2) Plan of acquisition, reorganization, arrangement, liquidation or succession

Not applicable.

(4) Instruments defining the rights of security holders, including indentures

(a) Equity securities

The instruments defining the rights of the holders of

Registrant's equity securities are as follows:

Certificate of Incorporation, as amended of Registrant (filed as Exhibit 3(a) to the Registrant's annual report on Form 10-K for the fiscal year ended December 31, 1989, and incorporated herein by reference.)

By-laws of registrant, as amended (filed as Exhibit 3.2(ii) to the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 1998, and is incorporated herein by referenced.)

Stockholder Rights Plan of Graham Corporation (filed as Item 5 to Registrant's current report filed on Form 8-K on August 23, 2000 and Registrant's Form 8-A filed on September 15, 2000, and incorporated herein by reference.)

(b) Debt securities

Not applicable.

(10) Material Contracts

1989 Stock Option and Appreciation Rights Plan of Graham Corporation (filed on the Registrant's Proxy Statement for its 1990 Annual Meeting of Stockholders and incorporated herein by reference.)

1995 Graham Corporation Incentive Plan to Increase Shareholder Value (filed on the Registrant's Proxy Statement for its 1996 Annual Meeting of Stockholders and incorporated herein by reference.)

Graham Corporation Outside Directors' Long-Term Incentive Plan (filed as Exhibit 10.3 to the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 1998, and is incorporated herein by reference.)

Employment Contracts between Graham Corporation and Named Executive Officers (filed as Exhibit 10.4 to the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 1998, and is incorporated herein by reference.)

Index of Exhibits (cont.)

Senior Executive Severance Agreements with Named Executive Officers (filed as Exhibit 10.5 to the Registrant's annual report on Form 10-K for the fiscal year ended March 31, 1998, and is incorporated herein by reference.)

Long-Term Stock Ownership Plan of Graham Corporation (filed on the Registrant's Proxy Statement for its 2000 Annual Meeting of Stockholders and incorporated herein by reference.)

(11) Statement re-computation of per share earnings

Computation of per share earnings is included in Note 2 of the Notes to Financial Information.

(15) Letter re-unaudited interim financial information

Not applicable.

(18) Letter re-change in accounting principles

Not Applicable.

(19) Report furnished to security holders

None.

(22) Published report regarding matters submitted to vote of security holders

The 2000 Annual Meeting of Stockholders of Graham Corporation was held on July 27.

The individuals named below were reelected to serve on the Company's Board of Directors:

<TABLE>
<CAPTION>

	Votes For	Votes Withheld
<S>	<C>	<C>

Alvaro Cadena	1,365,244	57,232
Helen H. Berkeley	1,336,664	85,812
H. Russel Lemcke	1,365,754	56,722

</TABLE>

Jerald D. Bidlack, Philip S. Hill and Cornelius S. Van Rees all continue as directors of the Company.

The proposal to approve the Long-Term Stock Ownership Plan of Graham Corporation was approved with 721,437 shares voting for, 183,654 shares voting against, and 11,093 shares abstaining.

The appointment of Deloitte & Touche LLP as independent auditors was ratified, with 1,371,939 shares voting for, 42,711 shares voting against, and 7,826 shares abstaining.

Index of Exhibits (cont.)
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(23) Consents of experts and counsel

Not applicable.

(24) Power of Attorney

Not applicable.

(27) Financial Data Schedule

Financial Data Schedule is included herein as Exhibit 27 of this report.

(99) Additional exhibits

None.