

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

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): January 28, 2005

GRAHAM CORPORATION  
(exact name of registrant as specified in Charter)

Delaware	1-8462	16-1194720
-----	-----	-----
(State or other jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification Number)

20 Florence Avenue, Batavia, New York 14020  
-----  
(Address of principal executive offices)

Registrant's telephone number, including area code: (585) 343-2216  
-----

N/A

-----  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 2.02. Results of Operations and Financial Condition  
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On January 28, 2005, Graham Corporation issued a press release announcing results of operations for the fiscal quarter ended December 31, 2004. A copy is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits  
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(c) Exhibits

Exhibit Number	Description of Exhibits
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99.1	Press Release dated January 28, 2005 announcing earnings for the fiscal quarter ended December 31, 2004
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the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Exchange Act or Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

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  
(Registrant)

Date: February 2, 2005  
\_\_\_\_\_

By /s/ J. Ronald Hansen  
-----  
J. Ronald Hansen  
Vice President - Finance  
& Administration and  
Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number -----	Description of Exhibits -----
99.1	Press Release dated January 28, 2005 announcing earnings for the fiscal quarter ended December 31, 2004

January 28, 2005  
Businesswire  
1185 Avenue of the Americas, 3rd Floor  
New York, NY 10036

EXHIBIT 99.1

FROM: William A. Smith, Jr. ACCOUNT: Graham Corporation  
Smith Law Office, P.C. 20 Florence Avenue  
7 State Street Batavia, NY 14020  
Pittsford, NY 14534 ATT: Carole M. Anderson

Please distribute the following press release on your National wire.

Please send us by fax (585-343-1177) copies of Dow Jones, Reuters, and any other wire service reports of this release when you receive them.

QUOTE

FOR GRAHAM CORPORATION

Company Contact: J. Ronald Hansen  
Batavia, New York 14020 - Phone (585) 343-2216

PRESS RELEASE  
FOR IMMEDIATE RELEASE:  
January 28, 2005

GRAHAM CORPORATION ANNOUNCES RESULTS  
FOR THIRD QUARTER OF FISCAL YEAR ENDING MARCH 2005

(Dollar amounts in thousands except per share data)

Batavia, N.Y. (January 28, 2005) -- Graham Corporation (GHM:ASE) announced today results for the third quarter of its current fiscal year. Sales for the quarter ended December 31, 2004 were \$12,937, up 27% compared to \$10,224 for the same quarter the previous year. Net loss of \$21 included a pre-tax charge of \$648 incurred in connection with the retirement of the former President and CEO. This compares to a net loss of \$749 for the same quarter of the prior year. Diluted loss per share for the quarter was \$.01 compared to \$.46 loss per diluted share for the same period the previous year.

Sales for the nine months of the fiscal year (April - December 2004) were \$33,781, up 8% compared to sales of \$31,348 for the first nine months of the previous fiscal year. Net loss for the nine months ended December 31, 2004 was \$615 and included a pre-tax gain of \$1,592 from settlement of a lawsuit and the pre-tax charge noted above. This compares to a \$1,245 net loss for the first nine months of the previous fiscal year, which included a pre-tax gain of \$522 for curtailment of a benefit plan for post-retirement medical coverage. Diluted loss per share for the nine months was \$.37 versus \$.76 loss per diluted share for the same period the previous year.

Orders for the third quarter ended December 31, 2004 were \$16,195, up 63% compared to \$9,965 for the quarter ended December 31, 2003.

Consolidated backlog on December 31, 2004 was \$24,722 compared to a backlog at March 31, 2004 of \$16,339 and \$15,759 at December 31, 2003.

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Bill Johnson, Graham's President and CEO, commented, "I am very encouraged by my first sixty days at Graham. Our principal markets are recovering nicely and profit margins are climbing. We are currently undertaking a reorganization of the Company along business unit lines, which is approaching completion. This organizational model will sharpen the Company's focus on its products at every step of production, from market to aftermarket. We expect the results to be lean operations and increased sales, assuring accountability at every step and significantly improved profitability in FYE 2006 and beyond".

Graham designs and builds vacuum and heat transfer equipment for process industries throughout the world. It is a worldwide leader in vacuum technology. The principal markets for Graham's equipment are the chemical, petrochemical, petroleum refining and electric power generating industries, including cogeneration and geothermal plants. Other markets served include metal refining, pulp and paper, shipbuilding, water heating, refrigeration, desalination, food processing, drugs, heating, ventilating and air conditioning. Graham's ejectors, liquid ring and dry vacuum pumps, condensers, heat exchangers and other products, sold either as components or as complete systems, are used by its customers to produce synthetic fibers, chemicals, petroleum products (including gasoline), electric power, processed food (including canned, frozen and dairy products), pharmaceutical products, paper, steel, fertilizers and numerous other

products used every day by people throughout the world. Graham's stock is listed on the American Stock Exchange. The company's website address is www.graham-mfg.com.

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All forward-looking statements are subject to certain risks, uncertainties and assumptions. These risks and uncertainties, which are more fully described in Graham's Annual and Quarterly Reports filed with the Securities and Exchange Commission, include changes in market conditions in the industries in which the Company operates. Should one or more of these risks or uncertainties materialize, or should the assumptions prove incorrect, actual results may vary in material aspects from those currently anticipated.

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GRAHAM CORPORATION

SUMMARY OF CONSOLIDATED SALES AND EARNINGS (UNAUDITED)  
(In thousands except per share data)

<Table>

<Caption>

	Three Months Ended		Nine Months Ended	
	Dec. 31, 2004	Dec. 31, 2003	Dec. 31, 2004	Dec. 31, 2003
	-----	-----	-----	-----
<S>	<C>	<C>	<C>	<C>
Net Sales	\$12,937	\$10,224	\$33,781	\$31,348
Costs and Expenses	12,308	11,295	35,664	33,631
Other Income			(1,592)	(522)
Other Expense	648		648	
	-----	-----	-----	-----
Loss Before Income Taxes	(19)	(1,071)	(939)	(1,761)
Provision (Benefit) for Income Taxes	2	(322)	(324)	(516)
	-----	-----	-----	-----
Net Loss	\$ (21)	\$ (749)	\$ (615)	\$ (1,245)
	=====	=====	=====	=====

Per Share Data

Net Loss				
Basic	\$ (.01)	\$ (.46)	\$ (.37)	\$ (.76)
	=====	=====	=====	=====
Diluted	\$ (.01)	\$ (.46)	\$ (.37)	\$ (.76)
	=====	=====	=====	=====

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CONDENSED CONSOLIDATED BALANCE SHEETS (in thousands)

<Table>  
<Caption>

	(Unaudited) Dec. 31, 2004	March 31, 2004
<S>	<C>	<C>
ASSETS		
Cash and cash equivalents	\$ 825	\$ 467
Investments	1,896	5,296
Accounts Receivable	6,977	8,950
Inventories	10,571	6,984
Prepaid Expenses and Other Current Assets	2,203	2,710
	-----	-----
Total Current Assets	22,472	24,407
Property, Plant & Equipment - Net	8,652	9,227
Other Assets	2,221	2,106
	-----	-----
Total	\$ 33,345	\$ 35,740
	=====	=====
LIABILITIES & SHAREHOLDERS' EQUITY		
Short Term Debt & Current Portion of Long-Term Debt	\$ 1,914	\$ 1,969
Accounts Payable	2,771	3,230
Other Current Liabilities	5,326	7,556
	-----	-----
Total Current Liabilities	10,011	12,755
Long-Term Debt	58	93
Deferred Liabilities	5,819	4,790
Shareholders' Equity	17,457	18,102
	-----	-----
Total	\$ 33,345	\$ 35,740
	=====	=====

</Table>  
UNQUOTE