

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL	
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person* <b>NORTHRUP STEPHEN P</b>			2. Issuer Name and Ticker or Trading Symbol <b>GRAHAM CORP [GHM]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) <u>VP &amp; Chief Technology Officer</u> Other (specify below) _____		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/10/2005</b>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
C/O GRAHAM CORPORATION, 20 FLORENCE AVENUE			4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) <b>BATAVIA, NY 14020</b>								
(City)	(State)	(Zip)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/10/2005		M		200	A	\$ 21.4375	8,200	D	
Common Stock	08/10/2005		S		200	D	\$ 35.5	8,000	D	
Common Stock	08/12/2005		M		4,000	A	\$ 21.4375	12,000	D	
Common Stock	08/12/2005		M		3,000	A	\$ 11	15,000	D	
Common Stock	08/12/2005		M		3,000	A	\$ 11.7	18,000	D	
Common Stock	08/12/2005		M		3,000	A	\$ 8.8	21,000	D	
Common Stock	08/12/2005		M		3,000	A	\$ 12.5	24,000	D	
Common Stock	08/12/2005		S		16,000	D	\$ 35.5	8,000	D	
Common Stock								1,355 (1)	I	See footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (Right to Buy)	\$ 21.4375	08/10/2005		M		200	04/24/1998	10/23/2007	Common Stock	4,200 (2)	\$ 0	4,000	D	
Option (Right to Buy)	\$ 21.4375	08/12/2005		M		4,000	04/24/1998	10/23/2007	Common Stock	4,000 (2)	\$ 0	0	D	
Option (Right to Buy)	\$ 11	08/12/2005		M		3,000	05/03/2001	11/02/2010	Common Stock	3,000 (2)	\$ 0	0	D	

Option (Right to Buy)	\$ 11.7	08/12/2005		M		3,000	01/07/2002	07/26/2011	Common Stock	3,000 (2)	\$ 0	0	D	
Option (Right to Buy)	\$ 8.8	08/12/2005		M		3,000	04/25/2004	10/24/2013	Common Stock	3,000 (2)	\$ 0	0	D	
Option (Right to Buy)	\$ 12.5	08/12/2005		M		3,000	04/29/2005	10/28/2014	Common Stock	3,000 (2)	\$ 0	0	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORTHRUP STEPHEN P C/O GRAHAM CORPORATION 20 FLORENCE AVENUE BATAVIA, NY 14020			VP & Chief Technology Officer	

## Signatures

Stephen P. Northrup		08/12/2005
<small>Signature of Reporting Person</small>		<small>Date</small>

## 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) Shares held by the trustee of the Employee Stock Ownership Plan of Graham Corporation and allocated to Mr. Northrup's account, as to which Mr. Northrup has sole voting power but no dispositive power, except in limited circumstances.
- (2) This option was previously reported by Mr. Northrup.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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