| FORM 4 | 4 |
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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). | |

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

SEC 1474 (9-02)

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

| (Print or Type Responses) | | | | | | | | | | | | |
|--|--|---|--|----------|---|--------|---|--|--|------------------------|--|--|
| 1. Name and Address of Rep Fortier Alan | 2. Issuer Name GRAHAM CO | | | 0, | mbol | 5 | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | | | |
| (Last) (Fi C/O GRAHAM CORP FLORENCE AVENUI | 3. Date of Earlies 09/10/2014 | st Transacti | on (I | Month/Da | y/Year |) – | Officer (give title below) | Other (specify | below) | | | |
| ^{(St} BATAVIA, NY 14020 | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | |
| (City) (St | tate) (Zip) | Т | 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) | Code (Instr. 8) | | 4. Securi or Dispo (Instr. 3, Amount | sed of | (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownershi | | |
| Common Stock | 09/10/2014 | | Р | | 102 | А | \$ 30.46 | 14,831 | D | | | |
| Common Stock | 09/10/2014 | | Р | | 100 | А | \$ 30.47 | 14,931 | D | - | | |
| Common Stock | 09/10/2014 | | Р | | 100 | А | \$ 30.61 | 15,031 | D | | | |
| Common Stock | 09/10/2014 | | Р | | 100 | А | \$ 30.59 | 15,131 | D | | | |
| Common Stock | 09/10/2014 | | Р | | 2,098 | А | \$ 30.6525 | 17,229 | 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.

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

| | (e.g., puts, cans, warrants, options, convertible securities) | | | | | | | | | | | | | | |
|-------------|---|------------------|--------------------|------------|----|--------|--------|--------------|------------|--------|---------|-------------|----------------|-------------|-------------|
| 1. Title of | 2. | 3. Transaction | 3A. Deemed | 4. | | 5. | | 6. Date Exer | cisable | 7. Tit | le and | 8. Price of | 9. Number of | 10. | 11. Nature |
| Derivative | Conversion | Date | Execution Date, if | Transacti | on | Numl | ber | and Expirati | on Date | Amou | unt of | Derivative | Derivative | Ownership | of Indirect |
| Security | or Exercise | (Month/Day/Year) | any | Code | | of | | (Month/Day | /Year) | Unde | rlying | Security | Securities | Form of | Beneficial |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | | Deriv | ative | | | Secur | ities | (Instr. 5) | Beneficially | Derivative | Ownership |
| | Derivative | | | | | Secur | rities | | | (Instr | . 3 and | | Owned | Security: | (Instr. 4) |
| | Security | | | | | Acqu | ired | | | 4) | | | Following | Direct (D) | |
| | | | | | | (A) o | r | | | | | | Reported | or Indirect | |
| | | | | | | Dispo | osed | | | | | | Transaction(s) | (I) | |
| | | | | | | of (D |) | | | | | | (Instr. 4) | (Instr. 4) | |
| | | | | | | (Instr | . 3, | | | | | | | | |
| | | | | | | 4, and | 15) | | | | | | | | |
| | | | | | | | | | | | Amount | | | | |
| | | | | | | | | Date | Expiration | | or | | | | |
| | | | | | | | | Exercisable | | Title | Number | | | | |
| | | | | | | | | Excicisable | Date | | of | | | | |
| | | | | Code | V | (A) | (D) | | | | Shares | | | | |

Reporting Owners

| | Relationships | | | | | | |
|---|---------------|--------------|---------|-------|--|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | | |
| Fortier Alan C/O GRAHAM CORPORATION 20 FLORENCE AVENUE BATAVIA, NY 14020 | Х | | | | | | |

Signatures

/s/ Jennifer R. Condame, Attorney-in-fact for Alan Fortier

**Signature of Reporting Person

09/11/2014 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).

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.