## 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 or Section 30(h) of the Investment Company Act of 1940

(Print or Ty	pe Response	s)															
1. Name and Address of Reporting Person * Barber James J				2. Issuer Name and Ticker or Trading Symbol GRAHAM CORP [GHM]							5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_ Director 10% Owner						
(Last) (First) (Middle) C/O GRAHAM CORPORATION, 20 FLORENCE AVENUE				3. Date of Earliest Transaction (Month/Day/Year) 07/28/2011						Offic	er (give title belo	ow)	Other (speci	y belov	w)		
(Street) BATAVIA, NY 14020				4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form fi	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	r)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Own						Owned							
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)		2A. Deemed Execution Date, if any (Month/Day/Year)		(Instr. 8)			4. Securities Acquir (A) or Disposed of (D) (Instr. 3, 4 and 5)		of	Beneficia	nt of Securities ally Owned Following Transaction(s) and 4)		6. Ownersh Form: Direct (E or Indirec	ip of Be	7. Nature of Indirect Beneficial Ownership (Instr. 4)
						C	ode	v	Amour	(A) or (D)	r Prio	e			(I) (Instr. 4)	) (II	1501. 4)
Common	ommon Stock 07/28/2011		07/28/2011			A <sup>(1)</sup>			1,297 (1)	A .		1,297	1,297		D		
							t quire	conta the fo d, Dis	ined in orm dis	n this fo splays a of, or Be	orm a a cur enefic	re not req rently valid ially Owned	OMB con	formation spond unle trol numbe	ss	C 147	74 (9-02)
Security		3. Transaction Date (Month/Day/Y	3A. Deemed Execution Date (Year) any	4. Transaction Code Year) (Instr. 8)		5.		Date Exp		cisable on Date	able 7. T Date Am Uncar) Unc Sec (Ins 4)	Title and mount of nderlying ecurities nstr. 3 and			Owne Form Deriv Secur Direct or Inc	rative rity: t (D) lirect	Beneficial Ownership (Instr. 4)
				(	Code V	(A)	(D)					Shares					
Repor	ting O	wners															

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Barber James J C/O GRAHAM CORPORATION 20 FLORENCE AVENUE BATAVIA, NY 14020	X					

### **Signatures**

/s/ Carole M. Anderson, Attorney-in-fact for James J. Barber	08/01/2011
**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) This restricted stock award was granted under the Amended and Restated 2000 Graham Corporation Incentive Plan to Increase Shareholder Value in a transaction exempt under Rule 16b-3.

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.

Limited Power of Attorney for Section 16 Reporting Obligations

Know all by these presents, that the undersigned hereby makes, constitutes and appoints each of Carole M. Anderson and Jennifer R. Condame, each acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

- (1) prepare, execute, acknowledge, deliver and file any and all forms including, without limitation, Forms 4 and 5 (including any amendments thereto) with respect to the securities of Graham Corporation, a Delaware corporation (the "Company"), with the United States Securities and Exchange Commission, any national securities exchanges and the Company, as considered necessary or advisable under Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");
- (2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to the undersigned's representative and approves and ratifies any such release of information; and
- (3) perform any and all other acts which in the discretion of each such attorney-in-fact are necessary or desirable for and on behalf of the undersigned in connection with the foregoing.

The undersigned acknowledges that:

- (1) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in her discretion on information provided to such attorney-in-fact without independent verification of such information;
- (2) any documents prepared and/or executed by each such attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney will be in such form and will contain such information and disclosure as such attorney-in-fact, in her discretion, deems necessary or desirable;
- (3) neither the Company nor either attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and
- (4) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act.

The undersigned hereby gives and grants each of the foregoing attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary or appropriate to be done in and about the foregoing matters as fully to all intents and purposes as the undersigned might or could do if present, hereby ratifying all that each such attorney-in-fact of, for and on behalf of the undersigned, shall lawfully do or cause to be done by virtue of this Limited Power of Attorney.

This Limited Power of Attorney shall remain in effect until the undersigned is no longer required to file forms under Section 16(a) of the Exchange Act with respect to the undersigned's holdings and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each such attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Limited Power of Attorney to be executed as of this 28th day of July, 2011.

/s/ James J. Barber Signature

James J. Barber Print Name