FORM 4

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

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

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

	1										
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_Director10% Owner			
(Last) (First) (Middle) C/O GRAHAM CORPORATION, 20 FLORENCE AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 05/30/2012					r (give title belo	ow)(Other (specify bel	ow)
(Street) 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			
(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
2. Transaction Date (Month/Day/Year)	Execution Date, if Code			(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)			Ownership Form: H	7. Nature of Indirect Beneficial Ownership Instr. 4)
		Cod	e V	Amoun	(A) or (D)	Price				\ /	ŕ
05/30/2012		A <u>(1</u>)	1,340	A	\$ 0	2,637			D	
			the fired, D	orm dis	plays a o	curren eficiall	itly valid				
3. Transaction 3A. Deemed Execution Date Execution Date (Month/Day/Year) any	4.	5. 6. I Number and		Date Exercisable		7. Tit	unt of				Beneficia Ownershi (Instr. 4)
(Month/Day/Y		Securition Acquires (A) or Dispose of (D) (Instr. 3	es d		,	Secu	rities	(Instr. 5)	Owned Following Reported Transaction	Derivative Security: Direct (D or Indirect	Ownersh (Instr. 4)
	(Middle) (Zip) 2. Transaction Date (Month/Day/Year) 05/30/2012 Table II - I (ion 3A. Deemed Execution Da	GRAHAM CC 3. Date of Earliest 05/30/2012 4. If Amendment, (Zip) Ta 2. Transaction Date (Month/Day/Year) 05/30/2012 2A. Deemed Execution Date, if any (Month/Day/Year) oscion Table II - Derivative Securities beneficially on the case of securities	GRAHAM CORP [G Composition 3. Date of Earliest Transact	GRAHAM CORP [GHM] 3. Date of Earliest Transaction (Month/Day/2012) 4. If Amendment, Date Original Final Execution Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) Code (Instr. 8) Code V O5/30/2012 A(I) Table II - Derivative Securities Acquired, Diceg., puts, calls, warrants, options and Execution Date, if Transaction Number and	GRAHAM CORP [GHM] 3. Date of Earliest Transaction (Month/Day, 05/30/2012 4. If Amendment, Date Original Filed(Month, Date of Earliest Transaction (Month/Day, 05/30/2012 4. 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	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		06/01/2012
**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.