## 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

	ı											
1 8				<i>U</i> ,				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_Director				
(Middle) TION, 20	3. Date of Earliest Transaction (Month/Day/Year) 05/30/2013				-	Office	r (give title belo	ow)	Other (specify be	elow)		
	4. If Amendment, Date Original Filed(Mor				onth/Da	ny/Year)		_X_ Form filed by One Reporting Person				
(Zip)	Ta	able I	- Non	-Derivati	e Sec	urities	Acquir	red, Dispe	osed of, or l	Beneficially (	Owned	
Date Execution Date, if Code (A) or Disposed (Month/Day/Year) any (Instr. 8) (D)		Disposed of Beneficially Owned Follow Reported Transaction(s)			ollowing	Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership (Instr. 4)					
		Co	ode	V Am		· /	Price		(I) (Instr. 4)		`	
05/30/2013		A	(1)		12	A	\$ 0	3,679			D	
			1 quire	the form d, Dispos	displa	ays a c	urren eficiall	itly valid				
ion 3A. Deemed Execution Da y/Year) any	4. Transaction Code Year) (Instr. 8)	5.		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security Direct (I or Indire	Beneficial Ownershij (Instr. 4)	
		4, and	13)				+					
	(Middle) (Zip)  2. Transaction Date (Month/Day/Year)  05/30/2013  for each class of secur  Table II - 1 (ion 3A. Deemed Execution Date) (Yyear)	GRAHAM CO 3. Date of Earliest 05/30/2013  4. If Amendment,  (Zip)  2. Transaction Date (Month/Day/Year)  05/30/2013  2A. Deemed Execution Date, if any (Month/Day/Year)  for each class of securities beneficially or  Table II - Derivative Securit (e.g., puts, calls, was in any (Month/Day/Year)  3A. Deemed Execution Date, if any (Month/Day/Year)  (Month/Day/Year)	GRAHAM CORP [    Columb	GRAHAM CORP [GHM 3. Date of Earliest Transaction 05/30/2013  4. If Amendment, Date Origin 2. Transaction 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 (Instr. 8)  Table II - Derivative Securities Acquire (e.g., puts, calls, warrants, optomary (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed	GRAHAM CORP [GHM]  3. Date of Earliest Transaction (Month/I 05/30/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code V Amendment (Instr. 8)  Table II - Derivative Securities Acquired, Dispose (e.g., puts, calls, warrants, options, converse (Instr. 8)  Table II - Derivative Securities Acquired (Instr. 8)  Table II - Derivative Securities Acquired (Instr. 8)  Code Of (Instr. 8)  Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)  (Instr. 8)  Derivative Securities Acquired (Month/Day/Year)  (Month/Day/Year)	GRAHAM CORP [GHM]  3. Date of Earliest Transaction (Month/Day/Y 05/30/2013  4. If Amendment, Date Original Filed(Month/Day 105/30/2013  2. Transaction Date (Month/Day/Year)  2. Transaction Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code V Amount  O5/30/2013  4. If Amendment, Date Original Filed(Month/Day 105/2013)  Code (A) or Disposed  Table II - Derivative Securities Deneficially owned directly or indirectly.  Persons who contained in the form displement of th	GRAHAM CORP [GHM]  3. Date of Earliest Transaction (Month/Day/Year)  05/30/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  3. Transaction Code (Instr. 8)  4. Securities Acquired, A or Disposed of (D) (Instr. 3, 4 and 5)  Code  4. If Amendment, Date Original Filed(Month/Day/Year)  4. Securities Acquired (Instr. 8)  Code  (A) or Disposed of, or Bene (e.g., puts, calls, warrants, options, convertible securities and Expiration Date (Month/Day/Year)  A code (Month/Day/Year)	GRAHAM CORP [GHM]  3. Date of Earliest Transaction (Month/Day/Year)  05/30/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (A) or Disposed of (D) (Instr. 3, 4 and 5)  Code V Amount (A) or (D) Price  Persons who respond to to contained in this form are the form displays a currer  Table II - Derivative Securities Acquired, Disposed of, or Beneficiall (e.g., puts, calls, warrants, options, convertible securities)  Table II - Derivative Securities Acquired, Disposed of, or Beneficiall (e.g., puts, calls, warrants, options, convertible securities)  3. Date II - Derivative Securities Acquired, Disposed of, or Beneficiall (e.g., puts, calls, warrants, options, convertible securities)  3. Date II - Derivative Securities Acquired, Disposed of, or Beneficiall (e.g., puts, calls, warrants, options, convertible securities)  (Month/Day/Year)  3. Transaction (A) or Disposed of (Instr. 8)  Persons who respond to to contained in this form are the form displays a currer  Table II - Derivative Securities Acquired, Disposed of, or Beneficiall (e.g., puts, calls, warrants, options, convertible securities)  (Month/Day/Year)  3. Transaction (A) or Disposed of (Instr. 8)  Persons who respond to the contained in this form are the form displays a currer  Table II - Derivative Securities Acquired (A) or Disposed of (Instr. 8)	GRAHAM CORP [GHM]  3. Date of Earliest Transaction (Month/Day/Year)  05/30/2013  4. If Amendment, Date Original Filed(Month/Day/Year)  1. Table I - Non-Derivative Securities Acquired, Disposed of (Instr. 8)  1. Transaction Date (Month/Day/Year)  2. Transaction Date Execution Date, if (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date Execution Date, if (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 8)  2. Transaction (A) or Disposed of (Instr. 8)  Code (A) or Disposed of (Instr. 3 at (	GRAHAM CORP [GHM]  (Middle) (Signature)  4. If Amendment, Date Original Filed(Month/Day/Year)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Instruction (Instr. 3)  2. Transaction Date Execution Date, if (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (A) or Code V Amount (D)  (D) (Instr. 3, 4 and 5)  (Code V Amount (D)  (D) (Instr. 3)  (A) or Code V Amount (D)  (Instr. 3)  (Instr. 5)  (Instr. 5)	GRAHAM CORP [GHM]  (Check all applic (Check all	Check all applicable   10% Owner Officer (give title below)   10% Owner (specify below

	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/ Jennifer R. Condame, Attorney-in-fact for James J. Barber		06/03/2013
**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.