

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-17** | Period of Report: **2013-01-15**
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REPORTING OWNER

Woods Robert C

CIK: **1358726**

Type: **4** | Act: **34** | File No.: **001-01520** | Film No.: **13534073**

Mailing Address

P.O. BOX 11948

ZEPHYR COVE NV 89448

ISSUER

GENCORP INC

CIK: **40888** | IRS No.: **340244000** | State of Incorporation: **OH** | Fiscal Year End: **1130**

SIC: **3060** Fabricated rubber products, nec

Mailing Address

2001 AEROJET ROAD

RANCHO CORDOVA CA

95742

Business Address

2001 AEROJET ROAD

RANCHO CORDOVA CA

95742

916-355-4000

FORM 4

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

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person Woods Robert C			2. Issuer Name and Ticker or Trading Symbol GENCORP INC [GY]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/15/2013					
2001 AEROJET ROAD			4. If Amendment, Date Original Filed(Month/Day/Year)			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		
(Street) RANCHO CORDOVA, CA 95742								
(City)	(State)	(Zip)						

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)	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 ⁽¹⁾	01/15/2013		A		1,401	A	\$ 0	46,644	D	
Common Stock ⁽²⁾	01/15/2013		A		700	A	\$ 0	47,344	D	

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 Securities Underlying Derivative Security (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					

Explanation of Responses:

1. Effective March 24, 2010, the Board of Directors approved a Director Compensation Program which allows Directors to receive GenCorp common stock in lieu of their cash compensation. The number of shares of common stock shown reflects the common stock received by this Director in lieu of his annual cash retainer fee paid quarterly.
2. Pursuant to the Director Compensation Program, if a Director elects to receive common stock in lieu of at least 50% of his cash compensation, the Company will grant restricted shares equal in value to 50% of the amount of cash compensation he elects to receive in common stock. Such restricted shares will vest on the earlier of (i) the date of the Director's retirement from the Board, and (ii) one year after the grant date. The number of shares of common stock shown reflects the grant of restricted shares.

Signatures

Rebecca A. Bauer as Attorney-in-Fact

** Signature of Reporting Person

01/17/2013

Date

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

* 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.

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 Number.