

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
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REPORTING OWNER

PANTALEONI A D

CIK: **1236282**

Type: **4** | Act: **34** | File No.: **001-01657** | Film No.: **13552727**

Mailing Address
CRANE CO
100 FIRST STAMFORD
PLACE
STAMFORD CT 06907

ISSUER

CRANE CO /DE/

CIK: **25445** | IRS No.: **131952290** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **3490** Miscellaneous fabricated metal products

Mailing Address
CRANE CO.
100 FIRST STAMFORD
PLACE
STAMFORD CT 06902

Business Address
CRANE CO.
100 FIRST STAMFORD
PLACE
STAMFORD CT 06902
203-363-7300

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 PANTALEONIA D			2. Issuer Name and Ticker or Trading Symbol CRANE CO/DE/ [CR]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) VP Envir. Health & Safety	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/24/2013			
100 FIRST STAMFORD PLACE			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 ____ Form Filed by More than One Reporting Person	
(Street)						
STAMFORD, CT 06902-6784						
(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			
CRANE CO. COMMON, PAR VALUE \$1.00	01/24/2013		M		250 ⁽¹⁾	A	\$ 0	2,148	D	
CRANE CO. COMMON, PAR VALUE \$1.00	01/24/2013		E		98 ⁽¹⁾	D	\$49.02	2,050	D	
CRANE CO. COMMON, PAR VALUE \$1.00	01/25/2013		M		250 ⁽²⁾	A	\$ 0	2,300	D	
CRANE CO. COMMON, PAR VALUE \$1.00	01/25/2013		E		98 ⁽²⁾	D	\$48.8	2,202	D	
CRANE CO. COMMON, PAR VALUE \$1.00								16,675	I	401(K)

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	(A)	(D)	Date Exercisable	Expiration Date					

Restricted Share Unit	(3)	01/24/2013		<u>M</u>		250 (1)	(3)	(4)	CRANE CO. COMMON, PAR VALUE \$1.00	250	\$ 0	2,000	D
Restricted Share Unit	(3)	01/25/2013		<u>M</u>		250 (2)	(3)	(4)	CRANE CO. COMMON, PAR VALUE \$1.00	250	\$ 0	1,750	D

Explanation of Responses:

1. On January 24, 2013, 250 Restricted Share Units, which represent the right to receive one share of Crane Co. Common Stock, previously reported as beneficially owned by the reporting person, vested due to the passage of time, and 98 shares were withheld to pay taxes on the resulting gain, resulting in a net increase of 152 shares of Crane Co. Common Stock.
2. On January 25, 2013, 250 Restricted Share Units, which represent the right to receive one share of Crane Co. Common Stock, previously reported as beneficially owned by the reporting person, vested due to the passage of time, and 98 shares were withheld to pay taxes on the resulting gain, resulting in a net increase of 152 shares of Crane Co. Common Stock.
3. 25% of the Restricted Share Units will be converted into shares of Common Stock on each of the first, second, third and fourth anniversaries of the grant, provided the recipient remains employed by the Company; all Restricted Share Units will be converted into shares of Common Stock upon retirement, death, permanent disability, or in the event of a change in control of the Company.
4. A Restricted Share Unit is forfeited if the recipient ceases to be employed by the Company before it has been converted to Common Stock.

Signatures

Attorney In Fact, Christopher Dee

** Signature of Reporting Person

01/28/2013

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.