

CARPENTER TECHNOLOGY CORP
 Form 4
 December 06, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden 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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 STEPHANS PETER N

2. Issuer Name and Ticker or Trading Symbol
 CARPENTER TECHNOLOGY CORP [CRS]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 12/04/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

CARPENTER TECHNOLOGY CORPORATION, PO BOX 14662

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

READING, PA 19612-4662

(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 Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------|---|----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 11/29/2012 | | J | V | 15,921 | A | \$ 48.06 | 15,921 | I | Trustee of Charitable Foundation |
| Common Stock | 12/04/2012 | | S | | 15,921 | D | \$ 48.06 | 0 | I | Trustee of Charitable Foundation |
| Common Stock | | | | | | | | 38,296 | D | |
| Common Stock | | | | | | | | 38,296 | I | By spouse in trust |

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| | | | | | | | | |
|--------------|------------|---|--------|---|------------------------|-----------------------|---|-----------------------------------|
| Common Stock | | | | | | 19,000 | I | By Grantor Retained Annuity Trust |
| Common Stock | | | | | | 7,400 | I | Spouse of Trustee |
| Common Stock | | | | | | 7,400 | I | Spouse of Trustee |
| Common Stock | 12/04/2012 | M | 8,000 | A | \$ 22.35 | 46,296 | D | |
| Common Stock | 12/04/2012 | M | 2,358 | A | \$ 17.29 | 48,654 | D | |
| Common Stock | | | | | | 38,296 | I | By spouse in trust |
| Common Stock | | | | | | 19,000 | I | By Grantor Retained Annuity Trust |
| Common Stock | | | | | | 7,400 | I | Spouse of Trustee |
| Common Stock | | | | | | 7,400 | I | Spouse of Trustee |
| Common Stock | 12/04/2012 | S | 10,358 | D | \$ 47.89 <u>(3)</u> | 38,296 ⁽⁴⁾ | D | |
| Common Stock | | | | | | 38,296 ⁽⁵⁾ | I | By spouse in trust |
| Common Stock | | | | | | 19,000 ⁽⁶⁾ | I | By Grantor Retained Annuity Trust |
| Common Stock | | | | | | 7,400 ⁽⁷⁾ | I | Spouse of Trustee |
| Common Stock | | | | | | 7,400 ⁽⁷⁾ | I | Spouse of Trustee |

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

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 control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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| 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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|----------|------------|--|------|---|-------|-----|------------------|-----------------|--------------|----------------------------|
| Director Stock Option (Right to Buy) | \$ 22.35 | 12/04/2012 | | M | | 8,000 | | 10/13/2009 | 10/13/2018 | Common Stock | 8,000 |
| Director Stock Option (Right to Buy) | \$ 17.29 | 12/04/2012 | | M | | 2,358 | | 07/29/2010 | 07/09/2019 | Common Stock | 2,358 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| STEPHANS PETER N CARPENTER TECHNOLOGY CORPORATION PO BOX 14662 READING, PA 19612-4662 | X | | | |

Signatures

James D.
Dee/POA
12/06/2012
Date

**Signature of Reporting Person

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 transaction involved a gift of securities by Ada Rossin to the Rossin Foundation, of which the reporting person is a trustee. The reporting person disclaims beneficial ownership of these shares, and this report should not be deemed an admission that the reporting person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
 - (2) Disposition of shares from a charitable foundation, of which the reporting person is a trustee.
 - (3) The price reported is an average of the total transactions executed for the day, with the individual transactions ranging from a low of \$47.86 per share to a high of \$47.90 per share.

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- (4) These shares are held in the Peter N. Stephans Revocable Trust, dated March 15, 2004, Peter N. Stephans and Joan R. Stephans, Trustees
- (5) These shares are held in the Joan R. Stephans Revocable Trust, dated March 15, 2004, Peter N. Stephans and Joan R. Stephans, Trustees
- (6) These shares are held in a grantor retained annuity trust, created on December 18, 2009, PNC Bank, N.A., Trustee.

These shares are held in the Irrevocable Deed of Trust of Peter C. Rossin and Ada E. Rossin, dated July 12, 1989, Ada E. Rossin and Joan Elizabeth Rossin Stephans, Trustees, for the benefit of the reporting person's children. The reporting person disclaims beneficial

- (7) ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16, or for any other purpose.
- (8) The reporting person was granted an option to buy shares of common stock under the Carpenter Technology Corporation Stock-Based Compensation Plan for Non-Employee Directors.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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