

CRAY INC
Form 5
February 12, 2014

FORM 5

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

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
Number: 3235-0362
Expires: January 31,
2005
Estimated average
burden hours per
response... 1.0

1. Name and Address of Reporting Person *
HENRY BRIAN C

(Last) (First) (Middle)

**901 FIFTH AVENUE,, SUITE
1000**

(Street)

2. Issuer Name **and** Ticker or Trading
Symbol
CRAY INC [CRAY]

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Executive VP & CFO

6. Individual or Joint/Group Reporting

(check applicable line)

SEATTLE, WA 98164

☒ Form Filed by One Reporting Person
☐ Form Filed by More than One Reporting
Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/15/2013	Â	F4	Amount (1) 10,940 or (D) D Price (2) \$ 17.2364	304,201	D	Â
Common Stock	07/01/2013	Â	F4	Amount (1) 2,394 or (D) D Price (2) \$ 20.058	301,807	D	Â
Common Stock	08/03/2013	Â	F4	Amount (1) 7,522 or (D) D Price (2) \$ 27.19	294,285	D	Â
	02/26/2013	Â	G	Amount (1) 2,500 or (D) D Price (2) \$ 0	291,785	D	Â

Common
StockCommon
Stock

^

^

^

^

^

^

4,344

I

By
401(k)
Plan

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

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SEC 2270
(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HENRY BRIAN C 901 FIFTH AVENUE, SUITE 1000 SEATTLE, WA 98164	^ ^ ^ Executive VP & CFO ^

Signatures

/s/ Michael C. Piraino as attorney-in-fact for Brian C.
Henry

02/12/2014

__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).

- Represents shares of Common Stock that were withheld by the issuer to satisfy applicable withholding taxes in connection with the vesting of restricted stock and does not represent a sale of shares of Common Stock by the reporting person.
- Represents the per share closing price of the issuer's Common Stock on the applicable vesting date.

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