

CARPENTER TECHNOLOGY CORP

Form 4

November 26, 2013

FORM 4**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).

**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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
HICKS THOMAS O

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)

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

**C/O CARPENTER TECHNOLOGY
CORPORATION, PO BOX 14662**

11/22/2013

(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

(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	11/22/2013		S		240 D \$ 61.0625 (1)	70,537 I	See Footnote (2)
Common Stock	11/22/2013		S		240 D \$ 61.0625 (3)	70,537 I	See Footnote (4)
Common Stock	11/22/2013		S		240 D \$ 61.0625 (5)	70,537 I	See Footnote (6)
Common	11/22/2013		S		240 D \$	70,537 I	See

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Stock					61.0625 (7)				Footnote (8)
Common Stock	11/22/2013		S	288	D	\$ 61.0625 (9)	84,643	I	See Footnote (10)
Common Stock	11/22/2013		S	352	D	\$ 61.0625 (11)	98,735	I	See Footnote (12)
Common Stock							199,518	I	See Footnote (13)

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

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SEC 1474
(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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

HICKS THOMAS O
C/O CARPENTER TECHNOLOGY CORPORATION
PO BOX 14662
READING, PA 19612

X

Signatures

/s/ Thomas O.
Hicks

11/26/2013

 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) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$61.59 to \$61.61. Thomas O. Hicks (the "Principal") will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(2) The Principal may be deemed to beneficially own 70,537 shares of Common Stock held indirectly through TOH Jr. Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

(3) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$61.59 to \$61.61. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(4) The Principal may be deemed to beneficially own 70,537 shares of Common Stock held indirectly through MHH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

(5) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$61.59 to \$61.61. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(6) The Principal may be deemed to beneficially own 70,537 shares of Common Stock held indirectly through JAH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

(7) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$61.59 to \$61.61. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(8) The Principal may be deemed to beneficially own 70,537 shares of Common Stock held indirectly through RBH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

(9) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$61.59 to \$61.61. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(10) The Principal may be deemed to beneficially own 84,643 shares of Common Stock held indirectly through WCH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

(11) The sales price represents a weighted average of the sales prices for multiple transactions on the same trading day. The range of sales prices was \$61.59 to \$61.61. The Principal will provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price.

(12) The Principal may be deemed to beneficially own 98,735 shares of Common Stock held indirectly through CFH Ventures Ltd. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

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- (13) The Principal may be deemed to beneficially own 199,518 shares of Common Stock held indirectly through shares held by HHEP-Latrobe LP. The Principal disclaims beneficial ownership of these shares of Common Stock except to the extent of his pecuniary interest therein, and the filing of this Form 4 shall not be deemed an admission that the Principal is the beneficial owner of the securities for purposes of Section 13 or Section 16 of the Securities Exchange Act of 1933, as amended, or for any other purpose.

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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