

KIELY STEPHEN C
 Form 4
 November 03, 2017

FORM 4

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

OMB APPROVAL

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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 *
KIELY STEPHEN C

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CRAY INC., 901 FIFTH AVENUE,, SUITE 1000

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2017

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

(Street)
SEATTLE, WA 98164

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

(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)
Common Stock	02/10/2017		G ⁽¹⁾	V 18,330 D \$ 0	4,345	D	
Common Stock	02/10/2017		G ⁽¹⁾	V 18,330 A \$ 0	18,330	I	Stephen C. Kiely Trust dtd 5/17/05 ⁽²⁾
Common Stock	02/14/2017		G	V 1,800 D \$ 0	16,530	I	Stephen C. Kiely Trust dtd 5/17/05 ⁽²⁾
Common	06/08/2017		G ⁽³⁾	V 2,345 D \$ 0	6,286	D	

Stock

Common Stock	06/08/2017	G ⁽³⁾	V	2,345	A	\$ 0	18,875	I	Stephen C. Kiely Trust dtd 5/17/05 ⁽²⁾
Common Stock	11/01/2017	S		1,875	D	\$ 20.695	17,000	I	Stephen C. Kiely Trust dtd 5/17/05

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

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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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				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
KIELY STEPHEN C C/O CRAY INC., 901 FIFTH AVENUE, SUITE 1000 SEATTLE, WA 98164	X			

Signatures

/s/ Michael C. Piraino, Attorney-in-Fact for Stephen C. Kiely
 11/03/2017

**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 share amount reflects the transfer of 18,330 shares from the reporting person to the Stephen C. Kiely Trust dtd 5/17/05 (the "Kiely Trust").
- (2) The reporting person is one of the trustees of the Kiely Trust.
- (3) The share amount reflects the transfer of 2,345 shares from the reporting person to the Kiely Trust.

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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