

PRATT GREGORY A
Form 4
November 02, 2009

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 *
PRATT GREGORY A

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)
10/29/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman/Interim Pres & CEO

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code V | Amount | | | |
| Common Stock | 10/29/2009 | | A | 2,471 | A | \$ 0 (1) | 2,671 | D |

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)

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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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Units | (2) | 10/29/2009 | | A | 2,022 | (3) (3) | Common Stock |
| Stock Units (non-employee) | (2) | | | | | (7) (7) | Common Stock |
| Employee Stock Options (right to buy) | \$ 22.26 | 10/29/2009 | | A | 1,600 | 10/29/2010 10/29/2019 | Common Stock |
| Employee Stock Options (right to buy) | \$ 22.26 | 10/29/2009 | | A | 85,288 | (6) 10/29/2019 | Common Stock |
| Employee Stock Options (right to buy) | \$ 24.49 | 10/29/2009 | | A | 33,860 | (6) 10/29/2019 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| PRATT GREGORY A CARPENTER TECHNOLOGY CORPORATION PO BOX 14662 READING, PA 19612-4662 | X | | Chairman/Interim Pres & CEO | |

Signatures

K. Douglas
Ralph/POA
11/02/2009

**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 reporting person was granted restricted stock units under the Carpenter Technology Corporation Stock-Based Compensation Plan for Officers and Key Employees.
- (2) Converts to common stock on a 1-for-1 basis
- (3) Payable upon separation of service

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(4) Includes dividend equivalents

(5) The reporting person was granted an option to buy shares of common stock under the Carpenter Technology Corporation Stock-Based Compensation Plan for Officers and Key Employees.

The stock option will vest as follows: (i) with respect to 50% of the subject shares, on the later of (a) October 29, 2010, or (b) six (6) months following the date on which Carpenter Technology Corporation's next Chief Executive Officer commences employment (such later date, the "Applicable Vesting Date"); (ii) with respect to an additional 25% of the subject shares, on the Applicable Vesting Date,

(6) provided that Mr. Pratt's period of service as Interim President and Chief Executive Officer exceeds seven (7) months; and (iii) with respect to an additional 25% of the subject shares, on the Applicable Vesting Date, provided that Mr. Pratt's period of service as Interim President and Chief Executive Officer exceeds ten (10) months.

(7) Payable upon retirement

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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