

CRAY INC
Form 5
February 14, 2008

FORM 5

**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).
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

1. Name and Address of Reporting Person *
JOHNSON KENNETH W

(Last) (First) (Middle)

411 FIRST AVENUE S., SUITE 600

(Street)

SEATTLE, WA 98104-2860

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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)
SVP & General Counsel

6. Individual or Joint/Group Reporting

(check applicable line)

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

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)	(A) or (D)	Price	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	Â	Â	Â	Â	Â	Â	45,112 ⁽¹⁾	D	Â
Common Stock	Â	Â	Â	Â	Â	Â	1,935 ⁽²⁾	I	By 401(k) plan
Common Stock	Â	Â	Â	Â	Â	Â	25 ⁽³⁾	I	By Spouse
Common Stock	11/01/2007	Â	G	125	D	\$ ⁽⁴⁾ 0		I	By Daughter

Common Stock 11/01/2007 Â G 650 D \$ (5) 0 I By Trustee

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. of D Se B O E Is Fi (I
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(A) (D)			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON KENNETH W 411 FIRST AVENUE S. SUITE 600 SEATTLE, WA 98104-2860	Â	Â	Â SVP & General Counsel	Â

Signatures

Kenneth W. Johnson 02/14/2008

**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) Includes shares acquired in 2007 under issuer's Employee Stock Purchase Plan, exempt from the reporting requirements under Section 16(a) pursuant to Rule 16-a3(f)(1)(i)(B); 23 shares on 3/21/07; 49 shares on 6/21/07; 55 shares on 9/20/07 and 54 shares on 12/20/07.
The reporting person acquired an aggregate of 813 shares of Cray common stock under the Cray 401(k) plan through Company matching contributions of common stock with respect to the reporting person's 2007 contribution to the 401(k) plan. This transaction is exempt from the reporting requirements under Section 16(a) pursuant to Rule 16-a3(f)(1)(i)(B).
- (2)
- (3)

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The reporting person disclaims beneficial ownership of all securities by his spouse, and this report should not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 26 or for any other purpose.

- (4) Daughter no longer living at home. Transaction is exempt from the reporting requirements pursuant to Rule 16b-5.
- (5) Transfer out of terminated trust to beneficiaries. Transaction is exempt pursuant to Rule 16b-5.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.