

WILLIAMS MARGARET ANN
 Form 4
 May 01, 2013

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 *
WILLIAMS MARGARET ANN

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)
 901 FIFTH AVENUE,, SUITE 1000

3. Date of Earliest Transaction (Month/Day/Year)
 04/29/2013

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

SVP HPC Systems

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	04/29/2013		M		38,000 A \$ 6.63	198,997	D
Common Stock	04/29/2013		M		29,166 A \$ 5.47	228,163	D
Common Stock	04/29/2013		M		15,937 A \$ 6.08	244,100	D
Common Stock	04/29/2013		S ⁽¹⁾		83,103 D \$ 20.837	160,997	D
Common Stock						4,091	I
							By 401(k) plan

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

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(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. Amount or Number of Shares
Stock Option (right to buy)	\$ 6.63	04/29/2013		M	38,000	<u>(3)</u> 05/16/2018	Common Stock	38,000
Stock Option (right to buy)	\$ 5.47	04/29/2013		M	29,166	<u>(4)</u> 05/12/2020	Common Stock	29,166
Stock Option (right to buy)	\$ 6.08	04/29/2013		M	15,937	<u>(5)</u> 11/16/2021	Common Stock	15,937

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILLIAMS MARGARET ANN 901 FIFTH AVENUE, SUITE 1000 SEATTLE, WA 98164			SVP HPC Systems	

Signatures

By Michael C. Piraino, Attorney-in-Fact for Margaret A. Williams

05/01/2013

__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 reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan previously adopted by the reporting person.

The reported price in column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.75 to \$21.06 per share, inclusive. The reporting person undertakes to provide to the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2).

(3) This option was fully vested and exercisable as of May 16, 2012.

(4) Twenty-five percent of the options vested on May 12, 2011 and 1/48th vests monthly thereafter, with 100% vested and exercisable on May 12, 2014.

(5) Twenty-five percent of the options vested on August 3, 2012 and 1/48th vests monthly thereafter, with 100% vested and exercisable on August 3, 2015.

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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