

displays a currently valid OMB control number.

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 Owned Beneficially (Instr. 5)
--	--	--------------------------------------	--	--------------------------------	---	--	---	--	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Graham Donald C. 1420 SIXTH AVENUE YORK, PA 17403		X		

Signatures

Paul L. Rudy III, Attorney-in-Fact of Donald C. Graham
Date: 12/30/2010

**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) Donald C. Graham ("Mr. Graham") is the sole member of Graham Capital Company ("GCC"), and he is the majority shareholder of Graham Engineering Corporation ("GEC").
 - (2) On December 28, 2010, GEC sold 1,463 shares of common stock of the issuer ("Shares") for \$13.70 per Share on the open market. On December 30, 2010, GEC sold 14,400 Shares for \$13.1231 per Share on the open market.
 - (3) At the conclusion of the December 28 and 30, 2010 transactions, Mr. Graham was the beneficial owner of 543,752 Shares, 452,940 of which were directly owned by GCC, and 90,812 of which were directly owned by GEC.
 - (4) The reported securities are directly owned by GCC and GEC. Mr. Graham disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interests therein.
- The price in column 4 is a weighted average. The prices actually received on sales made on December 30, 2010, ranged from \$13.09 to \$13.36. For all transactions reported in this Form 4 utilizing a weighted average price, the reporting person undertakes to provide upon request by the SEC staff, the issuer, or a security holder of the issuer, full information regarding the number of shares sold at each separate price within the range.

Edgar Filing: Graham Donald C. - Form 4

Note: File three copies of this Form, one of which must be manually signed. If space 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.