

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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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)

CARPENTER TECHNOLOGY CORPORATION, PO BOX 14662

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

(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)
			Code	V Amount (D) Price			
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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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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