

KIELY STEPHEN C
 Form 5
 February 14, 2019

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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 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 *
 KIELY STEPHEN C

(Last) (First) (Middle)

C/O CRAY INC., 901 FIFTH AVENUE,, SUITE 1000

(Street)

SEATTLE, WA 98164

(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)
 12/31/2018

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)

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 Ownership (Instr. 4)
Common Stock	06/15/2018	^	G ⁽¹⁾	6,286	D	\$ 0	4,067	D	^
Common Stock	06/15/2018	^	G ⁽¹⁾	6,286	A	\$ 0	16,786	I	Stephen C. Kiely Trust dtd 5/17/05 ⁽²⁾
Common Stock	10/26/2018	^	G ⁽³⁾	16,786	D	\$ 0	0	I	Stephen C. Kiely Trust dtd

Common Stock	10/26/2018	Â	G ⁽³⁾	16,786	A	\$ 0	16,786	I	5/17/05 ⁽²⁾ The Kiely Trust dtd 9/24/18 ⁽⁴⁾
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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. Price of Underlying Security (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIELY STEPHEN C C/O CRAY INC., 901 FIFTH AVENUE, SUITE 1000 SEATTLE, WA 98164	Â X	Â	Â	Â

Signatures

/s/ Michael C. Piraino, Attorney-in-Fact for Stephen C. Kiely
02/14/2019

**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 share amount reflects the transfer of 6,286 shares from the reporting person to the Stephen C. Kiely Trust dtd 5/17/05.
- (2) The reporting person is one of the trustees of the Stephen C. Kiely Trust dtd 5/17/05.
- (3) The share amount reflects the transfer of 16,786 shares from the Stephen C. Kiely Trust dtd 5/17/05 to The Kiely Trust dtd 9/24/18.

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(4) The reporting person is one of the trustees of The Kiely Trust dtd 9/24/18.

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.