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CRANE CO /DE/
Form S-8 POS
April 28, 2004

Registration No. 333-114849

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CRANE CO.

(Exact name of registrant as specified in its charter)

| | |
|--|--------------------------------------|
| Delaware | 13-1952290 |
| (State or other jurisdiction of incorporation or organization) | (I.R.S. Employer Identification No.) |

100 First Stamford Place
Stamford, Connecticut 06902
(Address of principal executive offices)

CRANE CO. 2004 STOCK INCENTIVE PLAN
(Full title of the plan)

Augustus I. duPont
Vice President, General Counsel and Secretary
Crane Co.

100 First Stamford Place
Stamford, Connecticut 06902
(Name and address of agent for service)

(203) 363-7300
(Telephone number, including area code, of agent for service)

EXPLANATORY NOTE

This Amendment No.1 relates to the Registration Statement on Form S-8 filed by Crane Co. (the "Registrant") with the Securities and Exchange Commission (the "Commission") on April 26, 2004 (File No. 333-114849) (the "Registration Statement"). The Registration Statement is hereby incorporated by reference. This Amendment No. 1 is being filed solely for the purpose of filing a new Exhibit 23.1, Independent Auditor's Consent, to replace the Independent Auditor's Consent included as an exhibit to the Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Incorporated by reference to the Registration Statement.

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Item 4. Description of Securities.

Incorporated by reference to the Registration Statement.

Item 5. Interests of Named Experts and Counsel.

Incorporated by reference to the Registration Statement.

Item 6. Indemnification of Directors and Officers.

Incorporated by reference to the Registration Statement.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| Exhibit No. | Description |
|-------------|-------------|
| ----- | ----- |

| | |
|------|---|
| 4.1 | Certificate of Incorporation of the Registrant (incorporated by reference to Exhibit 3A to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1999). |
| 4.2 | By-Laws of the Registrant (incorporated by reference to Exhibit 3(ii) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001). |
| 5.1 | Opinion of Augustus I. duPont, Esq. regarding the legality of the shares being registered hereunder.* |
| 23.1 | Consent of Deloitte & Touche LLP (filed herewith). |
| 23.2 | Consent of Augustus I. duPont, Esq.* |
| 24.1 | Power of Attorney.* |

* Incorporated by reference to the Registration Statement.

Item 9. Undertakings.

Incorporated by reference to the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on this 28th day of April, 2004.

CRANE CO.

By: _____ * _____
Eric C. Fast
President, Chief Executive
Officer and Acting Chief
Financial Officer

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Pursuant to the requirements of the Securities Act, this Registration Statement and the foregoing Power of Attorney have been signed by the following persons in the capacities and on the date(s) indicated:

| Signature | Capacity | Date |
|--|--|----------------|
| ----- * ----- R. S. Evans | Chairman of the Board and a Director | April 28, 2004 |
| ----- * ----- Eric C. Fast | President, Chief Executive Officer, Officer, Acting Chief Financial Officer and a Director (Principal Executive Officer and Financial Officer) | April 28, 2004 |
| ----- * ----- J. A. Nano | Vice President, Controller (Principal Accounting Officer) | April 28, 2004 |
| ----- * ----- E. Thayer Bigelow, Jr. | Director | April 28, 2004 |
| ----- * ----- Karen E. Dykstra | Director | April 28, 2004 |
| ----- * ----- Richard S. Forte | Director | April 28, 2004 |
| ----- * ----- Dorsey R. Gardner | Director | April 28, 2004 |
| ----- * ----- Jean Gaulin | Director | April 28, 2004 |
| ----- * ----- William E. Lipner | Director | April 28, 2004 |
| ----- * ----- Dwight C. Minton | Director | April 28, 2004 |
| ----- * ----- Charles J. Queenan, Jr. | Director | April 28, 2004 |
| ----- * ----- James L. L. Tullis | Director | April 28, 2004 |

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* By: _____

Name: Christopher Dee
Title: Attorney-in-Fact

EXHIBIT INDEX

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* Incorporated by reference to the Registration Statement.

Exhibit 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Amendment No. 1 to Registration Statement No. 333-114849 of Crane Co. on Form S-8 of our report dated January 19, 2004 (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets"), appearing in the Annual Report on Form 10-K of Crane Co. for the year ended December 31, 2003.

Deloitte & Touche LLP
Stamford, Connecticut

April 27, 2004