

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Fairchild Charles Daniel</u>			2. Issuer Name and Ticker or Trading Symbol <u>CRAY INC [CRAY]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Corp. Controller & CAO</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>05/16/2019</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
<u>C/O CRAY INC., 901 FIFTH AVENUE SUITE 1000</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)								
<u>SEATTLE</u>	<u>WA</u>	<u>98164</u>						
(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/16/2019		M		2,250	A	(1)	24,284	D	
Common Stock	05/16/2019		F		872(2)	D	\$29.81(3)	23,412	D	
Common Stock	05/18/2019		M		2,750	A	(1)	26,162	D	
Common Stock	05/18/2019		F		1,083(2)	D	\$36.52(3)	25,079	D	
Common Stock	05/19/2019		M		875	A	(1)	25,954	D	
Common Stock	05/19/2019		F		345(2)	D	\$36.52(3)	25,609	D	
Common Stock								210	I	By 401(k) plan

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit (RSU)	(1)	05/16/2019		M			2,250	(4)	(4)	Common Stock	2,250	\$0	6,750	D	
Restricted Stock Unit (RSU)	(1)	05/18/2019		M			2,750	(5)	(5)	Common Stock	2,750	\$0	5,500	D	
Restricted Stock Unit (RSU)	(1)	05/19/2019		M			875	(6)	(6)	Common Stock	875	\$0	875	D	

Explanation of Responses:

- Each restricted stock unit represents a contingent right to receive one share of the issuer's Common Stock.
- Represents shares of Common Stock that were withheld by the issuer to satisfy applicable withholding taxes in connection with the net settlement of the restricted stock units listed in Table II and does not represent a sale of Common Stock by the reporting person.
- Represents the per share closing price of the issuer's Common Stock on the applicable vesting date or, if there was no closing price on such date, the closing price on the trading date that was immediately prior to such vesting date.
- On May 16, 2018, the reporting person was granted 9,000 restricted stock units, with one-quarter of these shares vest on each of May 16, 2019, May 16, 2020, May 16, 2021 and May 16, 2022, subject to the reporting person's provision of service to the issuer on each vesting date.
- On May 18, 2017, the reporting person was granted 11,000 restricted stock units, with one quarter vesting on each of May 18, 2018, May 18, 2019, May 18, 2020 and May 18, 2021, subject to the reporting person's provision of service to the issuer on each vesting date.
- On May 19, 2016, the reporting person was granted 3,500 restricted stock units, with one quarter vesting on each of May 19, 2017, May 19, 2018, May 19, 2019 and May 19, 2020, subject to the reporting person's provision of service to the issuer on each vesting date.

Remarks:

[attorney-in-fact for Charles D.
Fairchild](#)

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.