#### SMITH KENNETH WALTER

Form 4

February 14, 2008

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

**OMB APPROVAL** 

Number:

January 31,

2005

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* SMITH KENNETH WALTER

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CIRCOR INTERNATIONAL INC [CIR]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

Director X\_ Officer (give title

10% Owner Other (specify

(Middle)

02/13/2008

(Month/Day/Year)

below) Sr. VP, CFO, & Treasurer

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE, **STE 130** 

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

BURLINGTON, MA 01803

(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. Securit n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
COMMON STOCK	02/13/2008		M(1)	2,011	A	\$ 12.17	8,026	D	
COMMON STOCK	02/13/2008		F <u>(1)</u>	811	D	\$ 42.2 (2)	7,215	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)

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. Transac Code (Instr. 8	ctionof I Sec. 8) Acq (A) Disp (D) (Ins	posed of tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	and V (A)	,	Date Exercisable	Expiration Date	Title	Amo or Num of Share
RESTRICTED STOCK UNITS (RSU)	\$ 12.17 (1)	02/13/2008		M <u>(1)</u>		2,011	02/13/2008	<u>(1)</u>	COMMON STOCK	2,0

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SMITH KENNETH WALTER C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, STE 130 BURLINGTON, MA 01803

Sr. VP, CFO, & Treasurer

### **Signatures**

Alan J. Glass,

Attorney-in-fact 02/13/2008

\*\*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).

Shares acquired pursuant to conversion of Restricted Stock Units (RSU) on a one-for-one basis. RSU issued pursuant to issuer's Management Stock Purchase Plan under which an executive may make an advance election to receive RSU in lieu of specified % or dollar amount of annual incentive cash bonus under bonus plan application to the executive. RSU are issued in whole units on the basis of a 33% discount from fair market value (FMV)of the issuer's common stock on the date the underlying bonus is determined (\$12.17 in this

- instance) and generally vest 3 years from the date of the grant, at which time they convert into shares of common stock unless executive has previously elected a longer deferral period. The executive elected a five year deferral period. Transactions reported herein reflect the conversion of RSU into shares and a withholding of sufficient shares to pay applicable taxes. Acquisition price is based on a 33% discount of FMV of issuer's stock on grant date.
- (2) Fair market value of shares, based on the closing price of the issuer's stock on February 12, 2008 (last business day before the shares vested) is 42.20

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.

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