CIRCOR INTERNATIONAL INC

Form 4/A July 07, 2008

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires:

2005

0.5

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

may continue.

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

Estimated average burden hours per response...

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Higgins Andrew William

2. Issuer Name and Ticker or Trading

Symbol CIRCOR INTERNATIONAL INC

[CIR]

5. Relationship of Reporting Person(s) to Issuer

below)

(Last) (First)

(Middle)

3. Date of Earliest Transaction

(Month/Day/Year) 07/07/2008

(Check all applicable)

PRESIDENT AND CEO

Other (specify X_ Officer (give title

10% Owner

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

05/06/2008

6. Individual or Joint/Group Filing(Check

Applicable Line)

_X__ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

BURLINGTON, MA 01803

(City)

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported Transaction(s)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

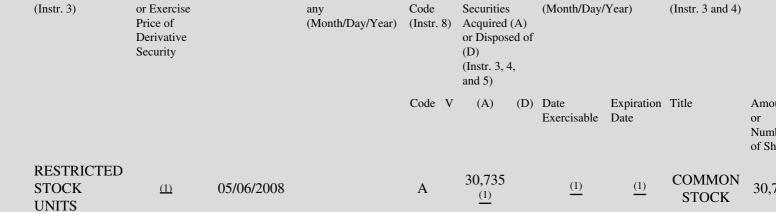
1. Title of Derivative Security Conversion 3. Transaction Date 3A. Deemed

4. 5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount o Underlying Securities

Edgar Filing: CIRCOR INTERNATIONAL INC - Form 4/A



Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Higgins Andrew William

BURLINGTON, MA 01803

C/O CIRCOR INTERNATIONAL, INC. X

PRESIDENT AND CEO 25 CORPORATE DRIVE

Signatures

Alan J. Glass,

07/07/2008 Attorney-in-fact

**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).

This report amends the vesting schedule of the Restricted Stock Units (RSU), award previously reported on 5/6/2008, that entitles the Reporting Person to receive shares of the issuers common stock in fourteen equal annual installments. The correct vesting schedule commences with the vesting of an initial 15% installment of RSU from the original RSU grant on the award date at the fair market value

(1) price (FMV) of 49.08 per unit (FMV established on the close of business on the day prior to the award date). The initial vesting on May 6, 2008 is followed by thirteen substantially equal installments of the remaining RSU award that vest on each subsequent May 6th anniversary date continuing through 5/6/21. Upon vesting of each RSU installment that portion of the RSU award shall automatically convert into shares of common stock at no conversion cost to the Reporting Person.

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.

Reporting Owners 2