CIRCOR INTERNATIONAL INC

Form 4 May 13, 2008

FORM 4

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

OMB 3235-0287 Number:

burden hours per

response...

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading McCuaig Susan M Issuer Symbol CIRCOR INTERNATIONAL INC (Check all applicable) [CIR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner _X__ Officer (give title _ __ Other (specify (Month/Day/Year) below) C/O CIRCOR INTERNATIONAL, 05/13/2008 VICE PRESIDENT-HUMAN RESOURCES INC., 25 CORPORATE DRIVE, STE. 130 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

BURLINGTON, MA 01803

(City)	(State) (Zi	Table	I - Non-De	rivative Securit	ties Acqui	ired, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities A or(A) or Dispose (Instr. 3, 4 and (A) or Amount (D)	ed of (D)	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)
COMMON STOCK	05/13/2008		M	334 (1) A	\$ 23.92	2,659 <u>(1)</u>	D	
COMMON STOCK	05/13/2008		F(1)	107 (1) D	\$ 49.91	2,552 <u>(1)</u>	D	

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.

Person

Edgar Filing: CIRCOR INTERNATIONAL INC - Form 4

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. Transact Code (Instr. 8)	Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
RESTRICTED STOCK UNITS	(1)	05/13/2008		M		334 (1)	<u>(1)</u>	<u>(1)</u>	COMMON STOCK	334

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McCuaig Susan M C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, STE. 130 BURLINGTON, MA 01803

VICE PRESIDENT-HUMAN RESOURCES

Signatures

ALAN J. GLASS, ATTORNEY-IN-FACT

05/13/2008

**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).

The Restricted Stock Units (RSU), the conversion of which is reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer. On the award date, the fair market value (FMV) of the issuers stock was \$23.92. The RSU

(1) grant vests in three portions. This report reflects the vesting of the final portion of the RSU grant, acquisition of those underlying shares in whole units by the Reporting Person, and withholding of sufficient shares to pay applicable income taxes. The FMV of the shares, or closing price, of the issuers stock upon which the final shares were distributed is \$49.91.

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