

CROSS DEWAIN K

Form 4

January 08, 2009

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CROSS DEWAIN K**

2. Issuer Name **and** Ticker or Trading Symbol  
**CIRCOR INTERNATIONAL INC**  
**[CIR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
**01/06/2009**

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting Person

**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. 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                             |
| common stock                    | 01/06/2009                           |                                                    | M                              |                                                                   | 500                                                                                           | A                                                        | 14,988                            |

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

**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 control number.**

SEC 1474  
 (9-02)

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

# Edgar Filing: CROSS DEWAIN K - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>of Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price<br>of Derivative<br>Security<br>(Instr. 5) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------|
| Restricted<br>Stock<br>Units                        | <u>(1)</u>                                                            | 01/06/2009                              |                                                             | M                                       | 500                                                                                                                | <u>(1)</u><br><u>(1)</u>                                       | common<br>stock                                                        | <u>(1)</u>                                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                            | Relationships |           |         |       |
|-----------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                           | Director      | 10% Owner | Officer | Other |
| CROSS DEWAIN K<br>C/O CIRCOR INTERNATIONAL, INC.<br>25 CORPORATE DRIVE, SUITE 130<br>BURLINGTON, MA 01803 |               |           | X       |       |

## Signatures

Alan J. Glass,  
attorney-in-fact  
01/08/2009

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 (RSUs) the conversion of which is reported herein, were granted by the issuer to the Reporting Person as part of equity awards made by the issuer on 1/6/04. The RSUs vested in equal one-third installments on 1/6/05, 1/6/06, and 1/6/07; however, (1) pursuant to a deferral election made by the Reporting Person at the time of award, shares were not issuable until 1/6/09. The fair market value of the shares on the date of distribution was \$28.21 based on the closing price of the issuer's common stock on 1/5/09 (last business day prior to the issuance of the shares).

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.