

DIETZ DAVID F
Form 4
March 01, 2011

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

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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 *
DIETZ DAVID F

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)
02/26/2011

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

25 CORPORATE DRIVE

(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	02/26/2011		M		1,203	A	Ⓛ 33,117.95
Common Stock	02/26/2011		M		594	A	Ⓛ 33,711.95
Common Stock	02/26/2011		M		1,294	A	Ⓛ 35,005.95

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

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SEC 1474
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the acquisition by the Reporting Person of the common stock underlying the RSUs.

- (2) The Restricted Stock Units (RSUs), the conversion of which are reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 2/27/06 utilizing a fair market value (FMV) of a share of the issuer's stock was \$27.81. The RSU grant vests in equal portions over a three year period, and are received by the Reporting Person upon vesting, on a one-for-one basis unless the Reporting Person has previously chosen a longer deferral period. The Reporting Person previously elected a deferred distribution of 2/27/11. This report reflects the distribution of the entire original RSU grant and the acquisition by the Reporting Person of the underlying shares.

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