

CIRCOR INTERNATIONAL INC
 Form 4
 February 28, 2008

FORM 4

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

OMB APPROVAL

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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 *
 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)
 02/26/2008

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)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
 (9-02)

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
RESTRICTED STOCK UNITS	<u>(1)</u>	02/26/2008	<u>(1)</u>	A	740	02/26/2008 <u>(1)</u>	COMMON STOCK 74
RESTRICTED STOCK UNITS	<u>(2)</u>	02/26/2008	<u>(2)</u>	A	1,104	<u>(2)</u> <u>(2)</u>	COMMON STOCK 1,104

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIETZ DAVID F C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, SUITE 130 BURLINGTON, MA 01803	X			

Signatures

ALAN J. GLASS,
ATTORNEY-IN-FACT
Date: 02/28/2008

**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).

(1) The grant of Restricted Stock Units (RSU), reported herein, entitles the Reporting Person to receive shares of the issuer common stock in equal installments of one-third of the original RSU grant on either the later of (i) vesting of the grant or a portion thereof each year which as reported herein is 3/27/09, 2/26/10, and 2/26/11 or (ii) upon the conclusion of such longer deferral period as the Reporting Person may elect in advance. In either occurrence, (i) or (ii), the RSU automatically convert into shares of common stock at no conversion cost to the Reporting Person.

(2) This Restricted Stock Units (RSU) grant is issued pursuant to a provision of the issuers Management Stock Purchase Plan (MSPP) whereby certain directors may make an advance election to receive RSU in lieu of a specified % or dollar amount of that directors annual retainer. RSU are issued in whole units at a 33% discount (\$32.60) from fair market value of the issuers common stock on the date the underlying retainer is determined (\$48.66) and generally vest 3 years from the date of the award, at which time the RSU convert into shares of common stock on a 1-for-1 basis unless the director previously elected a longer deferral period. The Reporting Person has elected in advance to receive RSU in lieu of his entire annual director retainer fee \$36,000 for 2008.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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