

CIRCOR INTERNATIONAL INC

Form 4

May 13, 2008

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
COPPINGER PAUL M

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)
C/O CIRCOR INTERNATIONAL,
INC., 25 CORPORATE DRIVE,
STE. 130

3. Date of Earliest Transaction
(Month/Day/Year)
05/13/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
GROUP VICE PRESIDENT

(Street)
BURLINGTON, MA 01803

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

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

(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 Indirect Beneficial Ownership (Instr. 4)
COMMON STOCK	05/13/2008		M ⁽¹⁾	166 ⁽¹⁾ A	11 9,155	D	
COMMON STOCK	05/13/2008		F ⁽¹⁾	55 D	11 9,100	D	

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

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(9-02)

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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. 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)	Amount or Number of Shares
RESTRICTED STOCK UNITS	<u>(1)</u>	05/13/2008		M	166	<u>(1)</u> <u>(1)</u>	COMMON STOCK	166

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COPPINGER PAUL M C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, STE. 130 BURLINGTON, MA 01803	GROUP VICE PRESIDENT

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).

(1) 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 to the Reporting Person. On that date, the fair market value (FMV) of the issuers stock was \$22.97. The RSU grant vests in three portions commencing with 4/21/2006. This report reflects the vesting of the final portion of the RSU grant, withholding of sufficient shares to pay applicable income taxes, acquisition and distribution of those underlying shares in whole units to the Reporting Person. The FMV of the shares, or issuers closing price, upon which the final shares were distributed is \$43.95.

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.