

CIRCOR INTERNATIONAL INC
 Form 4
 September 04, 2008

FORM 4

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

OMB APPROVAL

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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 *
 BLOSS DAVID A SR

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)
 25 CORPORATE DRIVE, STE. 130
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 09/02/2008

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

BURLINGTON, MA 03063

(City) (State) (Zip)

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

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 | 09/02/2008 | | M | | | 1,679 | A | (1) | 1,679 | D | |
| COMMON STOCK | 09/02/2008 | | F | | | 677 | D | (1) | 1,002 | D | |
| COMMON STOCK | 09/02/2008 | | M | | | 38,260 | A | (2) | 39,262 | D | |
| COMMON STOCK | 09/02/2008 | | F | | | 15,601 | D | (2) | 23,661 | D | |
| COMMON STOCK | 09/02/2008 | | M | | | 23,097 | A | (3) | 46,758 | D | |

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| | | | | | | | |
|--------------|------------|---|--------|---|-----|--------|---|
| COMMON STOCK | 09/02/2008 | F | 9,419 | D | (3) | 37,339 | D |
| COMMON STOCK | 09/02/2008 | M | 19,757 | A | (4) | 57,096 | D |
| COMMON STOCK | 09/02/2008 | F | 8,057 | D | (4) | 49,039 | D |

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.

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(9-02)

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 | (1) | 09/02/2008 | | M | 1,679 | (1) (1) | COMMON STOCK | 1,679 |
| RESTRICTED STOCK UNITS | (2) | 09/02/2008 | | M | 38,260 | (2) (2) | COMMON STOCK | 38,260 |
| RESTRICTED STOCK UNITS | (3) | 09/02/2008 | | M | 23,097 | (3) (3) | COMMON STOCK | 23,097 |
| RESTRICTED STOCK UNITS | (4) | 09/02/2008 | | M | 19,757 | (4) (4) | COMMON STOCK | 19,757 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BLOSS DAVID A SR 25 CORPORATE DRIVE | X | | | |

STE. 130
BURLINGTON, MA 03063

Signatures

Alan J. Glass,
Attorney-in-Fact

09/04/2008

**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 issued to the Reporting Person by the issuer pursuant to the provisions of its Management Stock Purchase Plan on 2/18/2005. On that date, the fair market value (FMV) of the issuers stock was \$24.90. The RSU generally vest in 3 years after grant unless the executive previously elected a longer deferral period. This report reflects

- (1) the accelerated vesting of the remaining RSU, acquisition of those underlying shares in whole units by the Reporting Person and withholding of sufficient shares to pay applicable income taxes in accordance with the provisions of the Amended and Restated Retirement Agreement between the Reporting Person and the Company. The FMV of the shares, based on the closing price of the issuers stock on 08/29/2008 (last business day prior to the shares vesting) is \$59.30.

The Restricted Stock Units (RSU), the conversion of which is reported herein, were issued to the Reporting Person by the issuer pursuant to the provisions of its Management Stock Purchase Plan on 2/27/2006. On that date, the fair market value (FMV) of the issuers stock was \$27.81. The RSU generally vest in 3 years after grant unless the executive previously elected a longer deferral period. This report reflects

- (2) the accelerated vesting of the remaining RSU, acquisition of those underlying shares in whole units by the Reporting Person and withholding of sufficient shares to pay applicable income taxes in accordance with the provisions of the Amended and Restated Retirement Agreement between the Reporting Person and the Company. The FMV of the shares, based on the closing price of the issuers stock on 08/29/2008 (last business day prior to the shares vesting) is \$59.30.

The Restricted Stock Units (RSU), the conversion of which is reported herein, were issued to the Reporting Person by the issuer pursuant to the provisions of its Management Stock Purchase Plan on 02/26/2007. On that date, the fair market value (FMV) of the issuers stock was \$36.23. The RSU generally vest in 3 years after grant unless the executive previously elected a longer deferral period. This report

- (3) reflects the accelerated vesting of the remaining RSU, acquisition of those underlying shares in whole units by the Reporting Person and withholding of sufficient shares to pay applicable income taxes in accordance with the provisions of the Amended and Restated Retirement Agreement between the Reporting Person and the Company. The FMV of the shares, based on the closing price of the issuers stock on 08/29/2008 (last business day prior to the shares vesting) is \$59.30.

The Restricted Stock Units (RSU), the conversion of which is reported herein, were issued to the Reporting Person by the issuer pursuant to the provisions of its Management Stock Purchase Plan on 02/26/2008. On that date, the fair market value (FMV) of the issuers stock was \$48.66. The RSU generally vest in 3 years after grant unless the executive previously elected a longer deferral period. This report

- (4) reflects the accelerated vesting of the remaining RSU, acquisition of those underlying shares in whole units by the Reporting Person and withholding of sufficient shares to pay applicable income taxes in accordance with the provisions of the Amended and Restated Retirement Agreement between the Reporting Person and the Company. The FMV of the shares, based on the closing price of the issuers stock on 08/29/2008 (last business day prior to the shares vesting) is \$59.30.

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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