

CIRCOR INTERNATIONAL INC
 Form 4
 May 13, 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 *
 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
 Officer (give title below) _____ Other (specify 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)
 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. 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 | Ⓐ 9,155 | D | |
| COMMON STOCK | 05/13/2008 | | F ⁽¹⁾ | 55 D | Ⓐ 9,100 | D | |

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

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SEC 1474
 (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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------------------------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| | | | | | | | |
| RESTRICTED STOCK UNITS | | (1) | | 05/13/2008 | | 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.