

CIRCOR INTERNATIONAL INC  
 Form 4  
 March 04, 2016

**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 \*  
 JOHNSON NORMAN E

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)  
 30 CORPORATE DRIVE, SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/03/2016

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

BURLINGTON, MA 01803-4238

(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                    | 03/03/2016                           | 03/03/2016   | M                              |   |   | 350    | A   | ①  | 3,367                             | D          |       |
| Common Stock                    | 03/04/2016                           | 03/04/2016   | M                              |   |   | 594    | A   | ②  | 3,961                             | D          |       |
| Common Stock                    | 03/04/2016                           | 03/04/2016   | M                              |   |   | 1,771  | A   | ③  | 5,732                             | 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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 Unit                      | \$ 0   | 03/03/2016                           | 03/03/2016   | M                              | 350   | 03/03/2016 03/03/2024                                    | Common Stock  | 350                        |
| Restricted Stock Unit                      | \$ 0   | 03/04/2016                           | 03/04/2016   | M                              | 594   | 03/04/2016 03/04/2023                                    | Common Stock  | 594                        |
| Management Stock Purchase                  | \$ 0   | 03/04/2016                           | 03/04/2016   | M                              | 1,771   | 03/04/2016 03/04/2023                                    | Common Stock  | 1,771                      |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

JOHNSON NORMAN E  
30 CORPORATE DRIVE  
SUITE 200  
BURLINGTON, MA 01803-4238

## Signatures

/s/ Alan J. Glass, 03/07/2016  
attorney-in-fact

\*\*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 (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 3/03/2014 utilizing a fair market value (FMV) of a share of the issuers stock of \$71.56. 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. This report reflects the vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the underlying shares.

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- 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 3/4/2013 utilizing a fair market value (FMV) of a share of the issuers stock of
- (2) \$42.12. 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. This report reflects the final vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the underlying shares.

- The Restricted Stock Units (RSUs), the conversion of which are reported herein, were issued to the Reporting Person pursuant to issuers Management Stock Purchase Plan (MSPP) on 3/4/2013 utilizing a fair market value (FMV) of a share of the issuers stock of \$42.12.
- (3) RSUs are issued in whole units on the basis of a 33 percent discount from FMV of the issuers common stock on the date the underlying bonus ios determined (\$28.22 in this case) and generally vest 3 years from date of grant, at which time they convert into shares of common stock unless the executive has previously elected a longer deferral period. Acquisition price reflects the 33% discount to FMV of issuers stock on grant date. This report reflects the acquisition by the Reporting Person of the common stock underlying the RSUs.

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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