

Higgins Andrew William
 Form 4
 April 06, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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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 *
 Higgins Andrew William

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)

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

Chairman, President & CEO

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/02/2010 | | M | 5,536 A <u>11</u> 44,499 | | D | |
| Common Stock | 04/02/2010 | | F | 1,758 D <u>11</u> 42,741 | | D | |
| Common Stock | 04/02/2010 | | M | 1,575 A <u>2</u> 44,316 | | D | |
| Common Stock | 04/02/2010 | | F | 501 D <u>2</u> 43,815 | | 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)

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) | 8. Pr Deriv Secur (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 04/02/2010 | | M | 5,536 | <u>(1)</u> | <u>(1)</u> | Common Stock | 5,536 |
| Restricted Stock Units | <u>(2)</u> | 04/02/2010 | | M | 1,575 | <u>(2)</u> | <u>(2)</u> | Common Stock | 1,575 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Higgins Andrew William C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803 | X | | Chairman, President & CEO | |

Signatures

/s/ Alan J. Glass, 04/02/2010
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).

(1) The Restricted Stock Units (RSUs), the conversion of which is reported herein, are part of an RSU grant made to the Reporting Person on March 2, 2009 in connection with the Issuer's long-term equity incentive awards for the 2009 fiscal year. The RSUs granted on March 2, 2009 vest in equal installments on April 2, 2010, March 2, 2011, March 2, 2012, and March 2, 2013, and convert into shares of common stock on a one-for-one basis unless the Reporting Person previously selected a longer deferral period. This report reflects the vesting of

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the first installment of the RSUs and the Reporting Person's acquisition of the underlying shares less a withholding of a sufficient number of shares to pay applicable income taxes. The fair market value of the shares, based on the closing price of the Issuer's stock on April 2, 2010, is \$32.07.

- (2) The Restricted Stock Units (RSUs), the conversion of which is reported herein, were part of an RSU grant made to the Reporting Person on March 2, 2009 in connection with the Issuer's achievement of a return on invested capital target for the 2008 fiscal year. The RSUs granted on March 2, 2009 vest in equal installments on April 2, 2010, March 2, 2011, March 2, 2012, and March 2, 2013, and convert into shares of common stock on a one-for-one basis unless the Reporting Person previously selected a longer deferral period. This report reflects the vesting of the first installment of the RSUs and the Reporting Person's acquisition of the underlying shares less a withholding of a sufficient number of shares to pay applicable income taxes. The fair market value of the shares, based on the closing price of the Issuer's stock on April 2, 2010 is \$32.07.

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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