CIRCOR INTERNATIONAL INC

Form 4 May 08, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31, 2005

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * McCuaig Susan M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

CIRCOR INTERNATIONAL INC

[CIR]

(Check all applicable)

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year) 05/04/2006

Director 10% Owner X_ Officer (give title Other (specify

below) Vice President-Human Resources

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

(Street)

(State)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

BURLINGTON, MA 01803

(City)

	Tuble 1 Tront Delivative Securities required, Disposed 61, 61 Beneficiary 6 whea								
1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6	6. Ownership 7. Nature of								
Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities	Form: Direct Indirect								
(Instr. 3) any Code Disposed of (D) Beneficially ((D) or Beneficial								
(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned I	Indirect (I) Ownership								
Following ((Instr. 4) (Instr. 4)								
Reported									
(A) Transaction(s)									
$\frac{\text{or}}{(1 + 3)^2}$ (Instr. 3 and 4)									
Code V Amount (D) Price (Mistri 9 and 1)									
Common $05/04/2006$ $M^{(1)}$ 333 A (1) 333 I	D								
Stock 105/04/2000 101 <u>0</u> 555 A 111 555	D								
Common $05/04/2006$ $F^{(1)}$ 106 D $^{\$30}$ 227 I	D								
Stock $05/04/2006$ $F_{(1)} = 106$ D $_{(1)} = 227$ I	D								

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

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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)	4. Transacti Code (Instr. 8)	5. Number or of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	Expiration Date		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)	05/04/2006	M <u>(1)</u>	333	05/04/2006(1)	<u>(1)</u>	Common Stock	333

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

McCuaig Susan M C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803

Vice President-Human Resources

Signatures

Alan J. Glass,

Attorney-in-fact 05/08/2006

**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 on May 4, 2005. The RSUs vest in equal portions over a 3-year period and are received by the reporting person upon vesting unless the reporting person has previously elected a longer deferral period. This report reflects the vesting of the first one-third of these RSUs, the acquisition by the reporting person of the underlying shares and the withholding by the issuer of sufficient shares to pay income taxes required to be withheld from the reporting person. The fair market value of the shares, based on the closing price of the issuer's stock on May 3, 2006 (last business day before shares vested) is \$30.00.

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.

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