CROSS DEWAIN K

Form 4

February 20, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * **CROSS DEWAIN K**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

Person

CIRCOR INTERNATIONAL INC

[CIR]

(Check all applicable)

(Last) (First)

(Street)

(State)

3. Date of Earliest Transaction

10% Owner Officer (give title Other (specify

(Month/Day/Year)

10900 WILDHIRE BLVD, STE 850 02/18/2008

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

X_ Director

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

LOS ANGLES, CA 90024

(City)

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)	Fransaction(A) or Disposed of Code (D)		5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
COMMON STOCK	02/18/2008		M	500	Α	\$ 24.9	13,724	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)

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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. Transac Code (Instr. 8	ctionof De 8) Se Ac (A Di of (In	Number erivative equired a) or isposed (D) astr. 3, 4, d 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A	A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
RESTRICTED STOCK UNITS	\$ 24.9	02/18/2008		M <u>(1)</u>		500	(1)	<u>(1)</u>	common stock	500	

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
CROSS DEWAIN K 10900 WILDHIRE BLVD STE 850 LOS ANGLES, CA 90024	X						

Signatures

ALAN J. 02/20/2008 GLASS

**Signature of Date
Reporting Person

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).

of equity incentive grants made by the issuer on February 18, 2005. On that date the fair market value (FMV) of a share of the issuer's stock was \$24.90. The RSU grant vests in equal portions over a three (3) year period from the date of the award and are received by the Reporting Person upon vesting unless the Reporting Person has previously chosen a longer deferral period. This report reflects the vesting of the all of the RSU from the original grant and the acquisition by the Reporting Person of the underlying shares. The FMV of the shares, based on the closing price of the issuer's stock on February 15, 2008 (last business day before shares vest) is \$43.11.

The Restricted Stock Units (RSU), the conversion of which are reported herein, were granted to the Reporting Person by the issuer as part

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.

Reporting Owners 2