

CIRCOR INTERNATIONAL INC
Form 4
March 19, 2008

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 *
BLOSS DAVID A SR

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)
03/17/2008

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

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE, SUITE 130

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
COMMON STOCK	03/17/2008		G ⁽¹⁾	10,800 D \$ 0	30,023	D	
COMMON STOCK	03/18/2008		S	25,395 D \$ 47.55	4,628	D	
COMMON STOCK	03/17/2008		M	7,761 ⁽³⁾ A \$ 27.81	12,389	D	
COMMON STOCK	03/17/2008		F	3,241 ⁽³⁾ D \$ 45.55	9,148	D	
	03/17/2008		M	A	27,779	D	

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 transaction reported herein reflects the gift by the reporting person of shares to a charitable trust.

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 on 2/26/2007. On that date, the fair market value (FMV) of the issuers stock was \$25.39.

(2) The RSU originally were to vest in four equal portions on 3/27/2008, 2/26/2009, 2/26/2010 and 2/26/2011. This report reflects the accelerated vesting of the remaining unvested RSU, acquisition of those underlying shares in whole units by the Reporting Person and withholding of sufficient shares to pay applicable income taxes in accordance with the provisions of the Amended and Restated Retirement Agreement between the Reporting Person and the company. The FMV of the shares, based on the closing price of the issuers stock on 3/14/2008 (last business day prior to the shares vesting) is \$45.55.

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 on 2/27/06. On that date, the fair market value (FMV) of the issuers stock was \$27.81. The RSU originally were to vest in four equal portions on 3/27/2007, 2/27/2008, 2/27/09 and 2/27/2010. This report reflects the accelerated

(3) vesting of the remaining unvested RSU, acquisition of those underlying shares in whole units by the Reporting Person and withholding of sufficient shares to pay applicable income taxes in accordance with the provisions of the Amended and Restated Retirement Agreement between the Reporting Person and the company. The FMV of the shares, based on the closing price of the issuers stock on 3/14/2008 (last business day prior to the shares vesting) is \$45.55.

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.