

CIRCOR INTERNATIONAL INC
 Form 4
 February 21, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 COPPINGER PAUL M

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)
 02/18/2008

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Group Vice President

C/O CIRCOR INTERNATIONAL INC., 25 CORPORATE DRIVE, STE. 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 | 02/18/2008 | | M | | 700 ⁽¹⁾ | A | \$ 24.9 ₍₁₎ |
| COMMON STOCK | 02/18/2008 | | F | | 273 ⁽¹⁾ | D | \$ 43.11 |
| COMMON STOCK | 02/18/2005 | | M | | 1,198 ⁽²⁾ | A | \$ 16.68 |
| COMMON STOCK | 02/18/2008 | | F ⁽²⁾ | | 405 ⁽²⁾ | D | \$ 43.11 |

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stock was \$24.90. The RSU grant vests in equal portions over a three (3) year period, and are received by the Reporting Person upon vesting, on a one-for-one basis unless the Reporting Person has previously chosen a longer deferral period. This report reflects the vesting of the final third of RSU from the original grant and the acquisition by the Reporting Person of the underlying shares minus sufficient shares withheld by the issuer at the request of the Reporting Person as necessary to pay applicable income taxes. The FMV of the shares, based on the closing price of the issuer's stock on February 15, 2008 (last business day before shares vested) is \$43.11.

- The Restricted Stock Units, the conversion of which is reported herein, on a 1-for-1 basis were granted to the Executive as part of an equity grant on 2/18/05, issued pursuant to the issuer's Management Stock Purchase Plan (MSPP) whereby Executive made an advance election to receive RSU in lieu of a percentage or dollar amount of the 2005 bonus at a 33% discount from the fair market value (FMV) of the issuer's common stock on the date the underlying bonus amount is determined (\$16.68) and vest 3 years from the original grant unless Executive selected a longer deferral period. This report reflects the Executive's election to receive RSU in lieu of bonus, acquisition of those underlying shares in whole units and the withholding of sufficient shares to pay applicable income taxes. The FMV of the issuer's stock on 2/15/08 (last business day before vesting) is \$43.11

Remarks:

Grant Date of 2/18/08 was a federal holiday.

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.