CIRCOR INTERNATIONAL INC

Form 4

February 21, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

OMB APPROVAL

3235-0287

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

Check this box

SECURITIES 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COPPINGER PAUL M

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

CIRCOR INTERNATIONAL INC

(Check all applicable)

[CIR]

Director 10% Owner

3. Date of Earliest Transaction

(Middle)

(Month/Day/Year) 02/18/2008

X_ Officer (give title Other (specify below) Group Vice President

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

(Street)

(First)

STE. 130

(Last)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

BURLINGTON, MA 01803

(City)	(State) (Zi	p) Table 1	I - Non-De	rivative So	ecurit	ies Acqui	red, Disposed of,	or Beneficiall	y 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)	(A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
COMMON STOCK	02/18/2008		Code V M	Amount 700 (1)	or (D)	Price \$ 24.9 (1)	(Instr. 3 and 4) 6,328	D	
COMMON STOCK	02/18/2008		F	273 (1)	D	\$ 43.11	6,055	D	
COMMON STOCK	02/18/2005		M	1,198 (2)	A	\$ 16.68	7,253	D	
COMMON STOCK	02/18/2008		F(2)	405 (2)	D	\$ 43.11	6,848	D	

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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. Transactic Code (Instr. 8)	5. Number op for Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shares
RESTRICTED STOCK UNITS	(1)	02/18/2008		M	700 (1)	<u>(1)</u>	<u>(1)</u>	COMMON STOCK	700
RESTRICTED STOCK UNITS	(2)	02/18/2008		M	1,198 (2)	(2)	(2)	COMMON STOCK	1,19

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
COPPINGER PAUL M C/O CIRCOR INTERNATIONAL INC. 25 CORPORATE DRIVE, STE. 130 BURLINGTON, MA 01803			Group Vice President				

Signatures

ALAN J. GLASS, ATTORNEY-IN-FACT 02/21/2008

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

Reporting Owners 2

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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

(2) the issuers common stock on the date the underlying bonus aware 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 witholding 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.