

CIRCOR INTERNATIONAL INC
 Form 4
 March 04, 2014

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 *
 Sharma Arjun

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)
 30 CORPORATE DR., SUITE 200
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/28/2014

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Business Development

BURLINGTON, MA 01803-4238
 (City) (State) (Zip)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2014	02/28/2014	M		1,789	A	\$ 0 (1)
Common Stock	02/28/2014	02/28/2014	M		475	A	\$ 0 (2)
Common Stock	02/28/2014	02/28/2014	F		767	D	\$ 0

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

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number.

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Restricted Stock Units (MSP)	\$ 0	02/28/2014	02/28/2014	M	1,789	02/28/2014 02/28/2021	Common Stock	1,789
Restricted Stock Units	\$ 0	02/28/2014	02/28/2014	M	475	02/28/2014 02/28/2021	Common Stock	475

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sharma Arjun 30 CORPORATE DR. SUITE 200 BURLINGTON, MA 01803-4238			VP, Business Development	

Signatures

/s/ Alan J. Glass,
attorney-in-fact

03/03/2014

__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 issued to the Reporting Person pursuant to issuers Management Stock Purchase Plan (MSPP) on 2/28/11 utilizing a fair market value (FMV) of a share of issuers common stock of \$39.00. (1) RSUs are issued in whole units on the basis of a 33% discount from FMV of the issuers common stock on the date the underlying bonus is determined (\$26.13 in this case) and generally vest 3 years from date of grant, at which time they convert into shares of common stock. Acquisition price reflects the 33% discount to FMV of issuers stock on grant date. This report reflects the acquisition by the Reporting Person of the common stock underlying the RSUs minus sufficient shares withheld to pay applicable income taxes.

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- The Restricted Stock Units (RSUs), 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 2/28/11 utilizing a fair market value (FMV) of a share of the issuers stock of \$39.00.
- (2) The RSU grant vests in equal portions over a three year period, and are received by the Reporting Person upon vesting, on a one-for-one basis. This report reflects the vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the common stock underlying the RSUs minus sufficient shares withheld by the issuer at the request of the Reporting Person as necessary to pay applicable income taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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