

CROSS DEWAIN K
Form 4
March 17, 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 *
CROSS DEWAIN K

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)
03/14/2008

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| COMMON STOCK | 03/14/2008 | | M | | 2,000 A \$ 16.32 | D | |
| COMMON STOCK | 03/14/2008 | | M | | 3,000 A \$ 13.9 | D | |
| COMMON STOCK | 03/14/2008 | | M | | 1,500 A \$ 23.8 | D | |
| COMMON STOCK | 03/14/2008 | | S | | 6,500 D \$ 44.68 | 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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(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. 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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| STOCK OPTIONS - RIGHT-TO-BUY | \$ 16.32 | 03/13/2008 | | M | 2,000 | <u>(1)</u> 10/29/2011 | COMMON STOCK |
| STOCK OPTIONS - RIGHT-TO-BUY | \$ 13.9 | 03/13/2008 | | M | 3,000 | <u>(2)</u> 10/23/2012 | COMMON STOCK |
| STOCK OPTIONS - RIGHT-TO-BUY | \$ 23.8 | 03/13/2008 | | M | 1,500 | <u>(3)</u> 01/06/2014 | COMMON STOCK |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CROSS DEWAIN K C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, STE. 130 BURLINGTON, MA 01803 | X | | | |

Signatures

ALAN J. GLASS,
ATTORNEY-IN-FACT

03/13/2008

__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 stock options exercised herein reflect the exercise of the remaining portion of the original grant of 2,000 options by the issuer to the reporting person on 10/29/2001 and are scheduled to expire on 10/29/2011. The 2,000 options granted on 10/29/2001 vested in increments of 1/3 per year over a 3-year period. Upon exercise, the underlying options convert into shares of the issuers common stock on a one-for-one basis.

(2) The stock options exercised herein reflect the exercise of the remaining original grant of 3,000 options by the issuer to the reporting person on 10/23/2002 and are scheduled to expire on 10/23/2012. The 3,000 options granted on 10/23/2002 vested in increments of 1/3 per year over a 3-year period. Upon exercise, the underlying options convert into shares of the issuers common stock on a one-for-one basis.

(3) The stock options exercised herein reflect the cashless exercise of the remaining of the grant of 1,500 options by the issuer to the reporting person on 1/6/2004 and vested in increments of 1/3 per year over a 3-year period scheduled to expire on 1/6/2014. Upon exercise, the underlying options convert into shares of the issuers common stock on a one-for-one basis.

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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