

CIRCOR INTERNATIONAL INC
 Form 4
 January 11, 2007

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

3. Date of Earliest Transaction (Month/Day/Year)
01/11/2007

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

(Street)
BURLINGTON, MA 01803

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

(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 | 01/11/2007 | | M ⁽¹⁾ | | 700 | A | \$ 811 |
| Common Stock | 01/11/2007 | | F ⁽¹⁾ | | 273 | D | \$ 35.22 |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Units | (1) | 01/11/2007 | | M(1) | 700 | 01/06/2007(1) (1) | Common Stock | 700 |

Reporting Owners

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

Signatures

Alan J. Glass, 01/11/2007
Attorney-in-Fact

**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 granted to the reporting person by the issuer as part of the equity incentive grants made by the issuer on January 6, 2004. On that date, the fair market value of a share of the issuer's stock was \$23.80. The RSUs vest in equal portions over a 3-year period and are received by the reporting person upon vesting unless the

- (1) reporting person has previously chosen a longer deferral period. This report reflects the January 11, 2007 issuance by the issuer of shares underlying the final one-third of these RSUs and withholding by the issuer of sufficient shares to pay income taxes required to be withheld from the reporting person. The fair market value of the shares, based on the closing price of the issuer's stock on the vesting date is \$35.22.

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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