

CURTISS WRIGHT CORP  
Form 8-K  
May 12, 2010

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 7, 2010

**CURTISS-WRIGHT CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

Delaware	1-134	13-0612970
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

10 Waterview Boulevard Parsippany, New Jersey (Address of Principal Executive Offices)	07054 (Zip Code)
--	---------------------

Registrant's telephone number, including area code (973) 541-3700

-----

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



## Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 11, 2010, a performance share plan ("PSP") payout was made to Martin R. Benante, Chief Executive Officer, Glenn E. Tynan, Chief Financial Officer, David J. Linton, Co-Chief Operating Officer, David C. Adams, Co-Chief Operating Officer, and Michael J. Denton, General Counsel on the 2006 PSP grants under Curtiss-Wright Corporation's (the "Company") 2005 Omnibus Long-Term Incentive Plan covering performance for the period 2007-2009.

Shown below is the PSP payout table for the performance period 2007-2009:

	2007-2009 Target US Dollar Value	Number of Shares	Payout %	Payout Shares
Benante	\$210,000	5,718	83.50%	4,775
Tynan	\$196,560	5,352	83.50%	4,469
Denton	\$163,134	4,442	83.50%	3,710
Adams	\$201,825	5,495	92.78%	5,099
Linton	\$222,300	6,053	85.73%	5,190

## Item 5.07 Submission of Matters to a Vote of Security Holders

The Company held its Annual Meeting of Stockholders on May 7, 2010. The following matters set forth in the Company's Proxy Statement dated March 26, 2010, which was filed with the Securities and Exchange Commission pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended, were voted upon with the results indicated below.

1. The nominees listed below were elected directors with the respective votes set forth opposite their names:

	<b>FOR</b>	<b>WITHELD</b>
Martin R. Benante	36,791,693	1,662,988
S. Marce Fuller	36,202,738	2,251,943
Allen A. Kozinski	37,478,890	975,791
Carl G. Miller	37,847,215	607,466
William B. Mitchell	36,733,713	1,720,968
John R. Myers	35,672,359	2,782,322
John B. Nathman	37,837,594	617,087
William W. Sihler	37,083,086	1,371,596
Albert E. Smith	37,856,140	598,541

2. A proposal seeking ratification of the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2010 was approved, with the votes cast as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTIONS</b>
41,217,223	84,517	75,533

3. A proposal seeking approval of an amendment to the Company's 2005 Omnibus Long-Term Incentive Plan was approved, with the votes cast as follows:

<b>FOR</b>	<b>AGAINST</b>	<b>ABSTENTIONS</b>	<b>BROKER NON-VOTES</b>
31,608,166	6,179,823	666,685	2,922,599

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CURTISS-WRIGHT CORPORATION

By: /s/ Glenn E. Tynan  
Glenn E. Tynan  
Vice-President and  
Chief Financial Officer

Date: May 12, 2010