

CIRCOR INTERNATIONAL INC  
 Form 4  
 December 03, 2013

**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 \*  
**BHALLA RAJEEV**

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 DRIVE, SUITE 200  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 12/02/2013

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 Exec VP and CFO

BURLINGTON, MA 01803

(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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Unit	(1)	12/02/2013	A		18,908		12/02/2014	12/02/2023	Common Stock	18,908
Stock Option	(2)	12/02/2013	A		100,000		(2)	12/02/2023	Common Stock	100,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BHALLA RAJEEV 30 CORPORATE DRIVE, SUITE 200 BURLINGTON, MA 01803			Exec VP and CFO	

## Signatures

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

12/03/2013

\_\_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 grant of the Restricted Stock Units (RSUs) reported herein generally vest one-half per year from the date of award and entitle the Reporting Person to receive shares of the issuer common on either (i) the vesting of RSUs or (ii) upon the conclusion of such longer deferral period as the Reporting Person may elect in advance. In either occurrence (i) or (ii) the RSUs automatically convert into shares of common stock on a one for one basis at no conversion cost to the Reporting Person.

(2) The options vest as follows: 25,000 options vest upon achieving a closing stock price of \$87.50 per share for 60 continuous trading days; 50,000 options (cumulative) vest upon achieving a closing stock price of \$100 per share for 60 continuous trading days; 75,000 options (cumulative) vest upon achieving a closing stock price of \$112.50 per share for 60 continuous trading days; and 100,000 options (cumulative) vest upon achieving a closing stock price of \$125 per share for 60 continuous trading days. Any options that have not vested within five years of grant date shall terminate. Vested options may be exercised 25% at the time of vesting, 50% one year from the date of vesting, and 100% two years from the date of vesting. The options convert into shares of 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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