

CROSS DEWAIN K
Form 4
February 14, 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)
10900 WILDHIRE BLVD, STE 850
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/12/2008

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

LOS ANGELES, CA 90024
(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 (D) Price			
COMMON STOCK	02/12/2008		M ⁽¹⁾	2,736 A 10.05	13,224	D	
					\$		
					(1)		

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)

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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)
RESTRICTED STOCK UNITS	\$ 10.05	02/13/2008		M ⁽¹⁾	2,736	02/12/2008 ⁽¹⁾ ⁽¹⁾	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CROSS DEWAIN K 10900 WILDHIRE BLVD STE 850 LOS ANGELES, CA 90024	X			

Signatures

ALAN J. GLASS,
ATTORNEY-IN-FACT

02/14/2008

__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) Restricted Stock Units (RSU), the conversion of which are reported herein, were issued pursuant to the issuer's Management Stock Purchase Plan (MSPP). Under the MSPP, directors may make an advance election to receive RSU in lieu of a specified percentage or dollar amount of the director's annual retainer. RSU are issued in whole units only, on the basis of a 33% discount to the fair market value of the issuer's common stock on the date the underlying bonus is determined (\$10.05 in this case) or otherwise paid and generally vest three years after the date of the grant, at which time they are converted into shares of the issuer's common stock unless the director has previously elected a longer deferral period. This director selected a 5 year deferral. Acquisition price reflects a 33% discount to the fair market value of issuer's stock on grant date. The reporting person elected to receive these RSU in lieu of 100% of his annual director's fee for 2003.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.