

McCuaig Susan M  
Form 4  
March 01, 2011

**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 \*  
McCuaig Susan 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)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/26/2011

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
VP, Human Resources

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE

(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)
				(A) or (D)	Price		
				Code V	Amount		
Common Stock	02/26/2011		M	1,200 A	8,535	D	
Common Stock	02/26/2011		F	364 D	8,171	D	
Common Stock	02/26/2011		M	592 A	8,763	D	
Common Stock	02/26/2011		F	213 D	8,550	D	
Common Stock	02/26/2011		M	798 A	9,348	D	

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Common Stock 02/26/2011 F 287 D (2) 9,061 D

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Management Stock Purchase	<u>(1)</u>	02/26/2011		M	1,200	02/26/2011 02/27/2011	Common Stock	1,200
Management Stock Purchase	<u>(1)</u>	02/26/2011		M	592	02/26/2011 02/27/2011	Common Stock	592
Restricted Stock Units	<u>(2)</u>	02/26/2011		M	798	03/26/2008 03/27/2011	Common Stock	798

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

McCuaig Susan M  
C/O CIRCOR INTERNATIONAL, INC.  
25 CORPORATE DRIVE  
BURLINGTON, MA 01803

VP, Human Resources

## Signatures

/s/ McCuaig, Susan 03/01/2011

\*\*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 issued to the Reporting Person pursuant to issuer's Management Stock Purchase Plan (MSPP) on 2/26/08 utilizing a fair market value (FMV) of a share of issuer's common stock of \$48.66. RSUs are issued in whole units on the basis of a 33% discount from FMV of the issuer's common stock on the date the

(1) underlying bonus is determined (\$32.60 in this case) and generally vest 3 years from date of grant, at which time they convert into shares of common stock unless the executive has previously selected a longer deferral period. Acquisition price reflects the 33% discount to FMV of issuer's stock on grant date. This report reflects the acquisition by the Reporting Person of the common stock underlying the RSUs.

The Restricted Stock Units (RSUs), the conversion of which are reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 2/26/07 utilizing a fair market value (FMV) of a share of the issuer's stock of

(2) \$36.23. The RSU grant vests in equal portions over a six year period, and are received by the Reporting Person upon vesting, on a one-for-one basis unless the Reporting Person has previously chosen a longer deferral period. This report reflects the vesting of one-sixth portion of the original RSU grant and the acquisition by the Reporting Person of the common stock underlying the RSUs minus sufficient shares withheld by the issuer at the request of the Reporting Person as necessary to pay applicable income taxes.

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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