

McCuaig Susan M
 Form 4
 April 06, 2010

FORM 4

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

OMB APPROVAL

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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)
 04/02/2010

____ 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	04/02/2010		M	A	844	7,281	D
Common Stock	04/02/2010		F	D	268	7,013	D
Common Stock	04/02/2010		M	A	488	7,501	D
Common Stock	04/02/2010		F	D	166	7,335	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)	8. Price of Derivative Security (Instr. 5)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	04/02/2010		M	844	<u>(1)</u>	<u>(1)</u>	Common Stock	844
Restricted Stock Units	<u>(2)</u>	04/02/2010		M	488	<u>(2)</u>	<u>(2)</u>	Common Stock	488

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/ Alan J. Glass, 04/06/2010
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).

(1) The Restricted Stock Units (RSUs), the conversion of which is reported herein, are part of an RSU grant made to the Reporting Person on March 2, 2009 in connection with the Issuer's long-term equity incentive awards for the 2009 fiscal year. The RSUs granted on March 2, 2009 vest in equal installments on April 2, 2010, March 2, 2011, March 2, 2012, and March 2, 2013, and convert into shares of common

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stock on a one-for-one basis unless the Reporting Person previously selected a longer deferral period. This report reflects the vesting of the first installment of the RSUs and the Reporting Person's acquisition of the underlying shares less a withholding of a sufficient number of shares to pay applicable income taxes. The fair market value of the shares, based on the closing price of the Issuer's stock on April 2, 2010, is \$32.07.

- The Restricted Stock Units (RSUs), the conversion of which is reported herein, were part of an RSU grant made to the Reporting Person on March 2, 2009 in connection with the Issuer's achievement of a return on invested capital target for the 2008 fiscal year. The RSUs granted on March 2, 2009 vest in equal installments on April 2, 2010, March 2, 2011, March 2, 2012, and March 2, 2013, and convert
- (2) into shares of common stock on a one-for-one basis unless the Reporting Person previously selected a longer deferral period. This report reflects the vesting of the first installment of the RSUs and the Reporting Person's acquisition of the underlying shares less a withholding of a sufficient number of shares to pay applicable income taxes. The fair market value of the shares, based on the closing price of the Issuer's stock on April 2, 2010 is \$32.07.

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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