

CIRCOR INTERNATIONAL INC
 Form 4
 March 20, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 SMITH KENNETH WALTER

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)

____ Director
 ____ Officer (give title below) Other (specify below)
 FORMER SVP, CFO & TREASURER

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE, STE. 130

(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)
			Code	V	Amount	(D)	Price
COMMON STOCK	03/18/2008		M		2,300	A	\$ 23.8 9,515
COMMON STOCK	03/18/2008		S		2,300	D	\$ 46.35 7,215
COMMON STOCK	03/18/2008		M		7,607	A	\$ 24.9 14,822
COMMON STOCK	03/18/2008		S		7,607	D	\$ 46.35 7,215
	03/20/2008		S		4,060	D	3,155

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COMMON STOCK \$ 46.08

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)
STOCK OPTION - RIGHT-TO-BUY	\$ 23.8	03/18/2008		M	2,300	(1) (1)	COMMON STOCK 2,
STOCK OPTION - RIGHT-TO-BUY	\$ 24.9	03/18/2008		M	7,607	(2) (2)	COMMON STOCK 7,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH KENNETH WALTER C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, STE. 130 BURLINGTON, MA 01803				FORMER SVP, CFO & TREASURER

Signatures

ALAN J. GLASS, ATTORNEY-IN-FACT 03/20/2008

**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).

The stock options exercised herein reflect the cashless exercise of a portion of the grant of options by the issuer to the reporting person on
(1) 1/6/2004 and are scheduled to expire on 1/6/2014. The options granted on 1/06/2004 vested in increments of 20% per year over a 5-year period. Upon exercise, the underlying options convert into shares of the issuers common stock on a one-for-one basis.

The stock options exercised herein reflect the cashless exercise of a portion of the grant of options by the issuer to the reporting person on
(2) 2/18/2005 and are scheduled to expire on 2/18/2015. The options granted on 2/18/2005 vested in increments of 20% per year over a 5-year period. Upon exercise, the underlying options convert into shares of the issuers 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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