

TAYLOR BARRY L SR  
Form 4  
February 21, 2006

**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 \*  
TAYLOR BARRY L SR

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)  
02/18/2006

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Group Vice President

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE, SUITE 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 (A) or (D) Price                                         |                                                                                               |                                                          |                                   |
| Common Stock                    | 02/18/2006                           |                                                    | M <sup>(1)</sup>               | 833 A 11 3,622                                                    |                                                                                               | D                                                        |                                   |
| Common Stock                    | 02/18/2006                           |                                                    | F <sup>(1)</sup>               | 322 D 11 3,300                                                    |                                                                                               | D                                                        |                                   |

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) | 8. Amount or Number of Shares |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------|
| Restricted Stock Units                     | (1)                                                    | 02/18/2006                           |                                                    | M(1)                           | 833                                                                                     | 02/18/2006(1) (1)                                        | Common Stock                                                  | 833                           |

## Reporting Owners

| Reporting Owner Name / Address                                                                               | Relationships |           |                      |       |
|--------------------------------------------------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                                                              | Director      | 10% Owner | Officer              | Other |
| TAYLOR BARRY L SR<br>C/O CIRCOR INTERNATIONAL, INC.<br>25 CORPORATE DRIVE, SUITE 130<br>BURLINGTON, MA 01803 |               |           | Group Vice President |       |

## Signatures

Alan J. Glass, 02/21/2006  
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).

The Restricted Stock Units (RSUs), the conversion of which is reported herein, were granted by the reporting person to the issuer as part of the equity incentive grants made by the issuer on February 18, 2005. The RSUs vest in equal portions over a 3 year period and are received by the reporting person upon vesting unless the reporting person has previously chosen a longer deferral period. This report (1) reflects the vesting of the first one-third of these RSUs, the acquisition by the reporting person of the underlying shares and the withholding by the issuer of sufficient shares to pay income taxes required to be withheld from the reporting person. The fair market value of the shares, based on the closing price of the issuer's stock on February 17, 2006 (last business day before shares vested) is \$28.40.

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.