CIRCOR INTERNATIONAL INC

Form 4 May 06, 2005

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

Form 5

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

OMB Number:

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response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

(Middle)

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

SECURITIES

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * McCuaig Susan M

(First)

C/O CIRCOR INTERNATIONAL,

(Street)

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

CIRCOR INTERNATIONAL INC

[CIR]

3. Date of Earliest Transaction

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

(Month/Day/Year)

05/04/2005

Vice President-Human Resources

6. Individual or Joint/Group Filing(Check

(Check all applicable)

INC., 25 CORPORATE DRIVE

4. If Amendment, Date Original

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BURLINGTON, MA 01803

(State) (Zip) (City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Instr. 3)

(Month/Day/Year) Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) Following (Instr. 4)

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date

5. Number

6. Date Exercisable and

7. Title and Amount Underlying Securitie

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Security (Instr. 3)		or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Numbe of Shares
	Stock Option Right-To-Buy	\$ 23.92	05/04/2005		A		3,000		<u>(1)</u>	05/04/2015	Common Stock	3,000
	Stock Option Right-To-Buy	(3)	05/04/2005		A		1,000		<u>(4)</u>	<u>(5)</u>	Common Stock	1,000

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

Vice President-Human Resources

Signatures

Stephen J. Carriere, Attorney-in-Fact

05/06/2005

**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 option vest 20% over a five-year period commencing on 5/4/2006.
- (2) The options convert into shares of common stock on a one-for-one basis.
- (3) The grant of restricted stock units reported herein entitles the reporting person to a receipt of shares of the issuer's common stock on the later of (i) vesting of the grant or portion thereof and (ii) such longer deferral period as the reporting person may have elected in advance.
- (4) The restricted stock units reported herein vest in equal installments of one-third over a three year period commencing with 5/4/2006.
- As noted in footnotes 3 and 4, the restricted stock units vest over a three-year period and subject to any longer deferral period elected by the reporting person, automatically convert into shares of common stock at no conversion cost to the reporting person.

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.

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