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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
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1. Name and Address of Reporting Person* <u>CARRIERE STEPHEN J</u> (Last) (First) (Middle) <u>C/O CIRCOR INTERNATIONAL, INC.</u> <u>35 CORPORATE DRIVE, SUITE 290</u> (Street) <u>BURLINGTON MA 01803</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CIRCOR INTERNATIONAL INC [cir]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>VP, Controller and Asst. Treas</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/23/2004</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/23/2004		M		2,444	A	\$9.447 ⁽¹⁾	4,531.02	D	
Common Stock	03/23/2004		F		876	D	\$22.22 ⁽²⁾	3,655.02	D	

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Units	\$9.447 ⁽¹⁾	03/23/2004		M			2,444	(3)	(3)	Common Stock	2,444	(4)	0	D

Explanation of Responses:

1. Shares acquired pursuant to conversion of restricted stock units (RSUs) on a one-for-one basis. RSUs were issued pursuant to the issuer's Management Stock Purchase Plan under which executives may make advance elections to receive RSUs in lieu of a specified percentage or dollar amount of their annual incentive cash bonus under the bonus plan applicable to the executive. RSUs are issued on the basis of a 33% discount to the fair market value of the issuer's common stock on the date the underlying bonus otherwise would be paid and generally vest 3 years after the date of grant, at which time they convert into shares of common stock unless the executive has previously elected a longer deferral period. Transactions reported herein reflect conversion of RSUs into shares and withholding of sufficient shares to pay taxes. Price reflected is based on 33% discount to the fair market value of issuer stock on the date of grant.
2. Price reflects fair market value of shares at time of RSU conversion to shares
3. The RSUs, the conversion of which are reported herein, vested on March 16, 2004, three years from the date of grant. Underlying shares of common stock were issued by the issuer on March 23, 2004.
4. The RSUs convert into shares of common stock on a one-for-one basis.

Alan J. Glass, attorney in fact 03/25/2004

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.