FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: Estimated average burden 0.5 hours per response:

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| | | | | | 01 . | Section | 11 30(11) (| טו נוופ | investment (| Julipai | Iy ACI | 01 1940 | | | | | | | | | |
|--|---|--|---|-------|---|--|---|------------|---|-------------------|--|--|--------------------------------------|--|---|---|---|--|---|--|--|
| 1. Name and Address of Reporting Person* <u>Broughton Richard</u> | | | | | | 2. Issuer Name and Ticker or Trading Symbol CIRCOR INTERNATIONAL INC [CIR] | | | | | | | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify | | | | | | |
| (Last) (First) (Middle) C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, SUITE 130 | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 03/02/2009 | | | | | | | | | X Officer (give title Offier (specify below) Vice President, CIO | | | | | | | |
| (Street) BURLINGTON MA 01803 | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | | |
| (City) (State) (Zip) | | | | | | | | | | | | | | | | | | | | | |
| Table I - Non-Deriva 1. Title of Security (Instr. 3) 2. Transac Date (Month/Date) | | | | | action | 2 Ear) if | A. Deem execution any Month/Da | ed Date | 3. Transact Code (In: | ion Di str. 5) | 4. Securities Acquir Disposed Of (D) (Ins 5) | | red (A) or str. 3, 4 a | nd Sec Bei Ow Rej Tra | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) | | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
| | | | | | | | | | Code | AI | nount | (D) P | | (Ins | (Instr. 3 and 4) | | | | | | |
| 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. Deemee Execution I if any (Month/Day | Date, | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exer Expiration D (Month/Day/ | ate | and | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | | 9. Number derivative Securities Beneficially Owned Following Reported Transactio (Instr. 4) | у | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | Beneficial Ownership t (Instr. 4) | | |
| | | | | | Code | v | (A) | (D) | Date Exercisable | Expira Date | ation | Title | Amoun or Numbe of Shares | r | | | | | | | |
| Restricted Stock Units | (1) | 03/02/2009 | | | A | | 2,868 | | 03/02/2012 | (1 |) | Common Stock | 2,868 | (1) | | 2,868 | | D | | | |
| Restricted Stock Units | (2) | 03/02/2009 | | | A | | 1,496 | | (2) | (2 |) | Common Stock | 1,496 | (2) | | 1,496 | | D | | | |
| Restricted Stock Units | (3) | 03/02/2009 | | | A | | 2,364 | | (3) | (3 |) | Common Stock | 2,364 | . (3) | | 2,364 | | D | | | |
| Restricted Stock Units | (4) | 03/02/2009 | | | A | | 788 | | (4) | (4 |) | Common Stock | 788 | (4) | | 788 | | D | | | |

Explanation of Responses:

- 1. Restricted Stock Units (RSUs) convert into Common Stock on a one-for-one basis. These RSUs issued under the issuer's Management Stock Purchase Plan (MSPP) pursuant to which certain executives may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of such executive's annual incentive cash bonus under the bonus plan applicable to the executive. The RSUs are issued in whole units on the basis of a 33% discount from the fair market value of the issuer's common stock on the date that the underlying bonus is determined and generally vest 3 years from the date of grant at which time they convert into shares of common stock unless the executive previously has selected a longer deferral period.
- 2. In connection with the issuer's grant of Restricted Stock Units (RSUs) on February 26, 2007, certain executives would be entitled to receipt in February 2009 of an additional award of RSUs equal to 25% of the award's initial value contingent upon the Company achieving a specified return on invested capital for the 2008 fiscal year. The Company achieved this goal, and accordingly, the grant reported herein reflects the distribution of such RSUs. These RSUs vest in equal installments of one-fourth per year over a four-year period commencing with March 2, 2010 and convert into shares of common stock on a one for-one basis unless the executive previously has selected a longer deferral period.
- 3. The Restricted Stock Units (RSUs) granted herein are in connection with the Company's grant of long-term incentive awards for the 2009 Fiscal Year. These RSUs, which represent 75% of the long-term incentive awarded to the executive, vest in four equal installments on April 2, 2010, March 2, 2011, March 2, 2012 and March 2, 2013 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period.
- 4. The Restricted Stock Units (RSUs) granted herein are in connection with the Company's grant of long-term incentive awards for the 2009 Fiscal Year. These RSUs, which represent 25% of the long-term incentive awarded to the executive, vest in four equal installments on April 2, 2010, March 2, 2011, March 2, 2012 and March 2, 2013 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Unlike the RSUs discussed in Footnote 3, however, these RSUs are subject to risk of forfeiture based on the Company's achievement of certain goals for return on invested capital during the 2009 fiscal year.

/s/ Alan J. Glass attorney-in-

03/04/2009

** 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.