SEC Form 4

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

1. Name and Address of Reporting Person[*] Dawkins Tanya	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) 30 CORPORATE DRIVE, SUITE 200	3. Date of Earliest Transaction (Month/Day/Year) 02/23/2019	Director 10% Owner X Officer (give title below) Other (specify below) VP, Corporate Treasurer
(Street) BURLINGTON MA 01803	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. 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-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	02/23/2019	02/23/2019	M		86	A	(1)	685	D	
Common Stock	02/23/2019	02/23/2019	F		30	D	(1)	655	D	
Common Stock	02/23/2019	02/23/2019	M		7	A	(2)	662	D	
Common Stock	02/23/2019	02/23/2019	F		3	D	(2)	659	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	Title	Amount or Number of Shares				
Restricted Stock Unit	$0.00	02/23/2019	02/23/2019	M			86	02/23/2019	02/23/2026	Common Stock	86	(1)	0.00	D	
Management Stock Purchase	$0.00	02/23/2019	02/23/2019	M			7	02/23/2019	02/23/2026	Common Stock	7	(2)	0.00	D	

Explanation of Responses:

1. The Restricted Stock Units (RSUs), the conversion of which are reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 2/23/2016 utilizing a fair market value (FMV) of a share of the issuers stock of $38.89. The RSU grant vests in equal portions over a three year period, and are received by the Reporting Person upon vesting, on a one-for-one basis. This report reflects the final vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the underlying shares minus sufficient shares withheld to pay applicable income taxes.

2. The Restricted Stock Units (RSUs), the conversion of which are reported herein, were issued to the Reporting Person pursuant to issuers Management Stock Purchase Plan (MSPP) on 2/23/2016 utilizing a fair market value (FMV) of a share of the issuers stock of $38.89. RSUs are issued in whole units on the basis of a 33 percent discount from FMV of the issuers common stock on the date the underlying bonus is determined ($26.06 in this case) and generally vest 3 years from date of grant, at which time they convert into shares of common stock unless the executive has previously elected a longer deferral period. Acquisition price reflects the 33% discount to FMV of issuers stock on grant date. This report reflects the acquisition by the Reporting Person of the common stock underlying the RSUs minus sufficient shares withheld to pay applicable income taxes.

Remarks:

/s/ Kevin Chapman, attorney-in-fact   02/26/2019

** 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.

LIMITED POWER OF ATTORNEY
FOR
CIRCOR INTERNATIONAL, INC.
SECTION 16(a) FILINGS

        Know all by those present, that the undersigned hereby constitutes
and appoints each of Kevin Chapman and David Mullen signing singly,
the undersigneds true and lawful attorney-in-fact to

(1) execute for and on behalf of the undersigned, in the undersigneds
capacity as an officer, director and/or stockholder of CIRCOR
International, Inc. (the Company), Forms 3, 4, and 5 and amendments thereto
in accordance with Section 16(a) of the Securities Exchange Act of 1934 and
the rules thereunder
(2) do and perform any and all acts for and on behalf of the undersigned
which may be necessary or desirable to complete and execute any such Form
3, 4, or 5 or amendment thereto and timely file such form with the United
States Securities and Exchange Commission (the SEC) and any stock exchange
or similar authority and
(3) take any other action of any type whatsoever which, in the opinion of
such attorney-in-fact, may be necessary or desirable in connection with
the foregoing authority, it being understood that the documents executed
by
such attorney-in-fact on behalf of the undersigned pursuant to this Power
of Attorney shall be in such form and shall contain such terms and
conditions as such attorney-in-fact may approve.

        The undersigned hereby grants to each such attorney-in-fact full
power and authority to do and perform any and every act and thing
whatsoever requisite, necessary, or proper to be done in the exercise
of any of the rights and powers herein granted, as fully to all intents
and purposes as the
undersigned might or could do if personally present, with full power of
substitution or revocation, hereby ratifying and confirming all that such
attorney-in-fact, or such attorney-in-facts substitute or substitutes,
shall
lawfully do or cause to be done by virtue of this Power of Attorney and the
rights and powers herein granted. The undersigned acknowledges that the
foregoing attorneys-in-fact, in serving in such capacity at the request of
the undersigned, are not assuming, nor is the Company assuming, any of the
undersigneds responsibilities to comply with Section 16 of the Securities
Exchange Act of 1934.

        This Power of Attorney shall remain in full force and effect until
the undersigned is no longer required to file Forms 3, 4, and 5 with
respect to
the undersigneds holdings of and transactions in securities of the
Company,
unless earlier revoked by the undersigned in a signed writing delivered
to the
foregoing attorneys-in-fact. This Power of Attorney may be filed with
the SEC as a confirming statement of the authority granted herein.

     IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney
to be executed as of this 26th day of February, 2019.

/s/ Tanya L. Dawkins
Tanya L. Dawkins