SEC Form 4

**FORM 4**

**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

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

| 1. Name and Address of Reporting Person[*] BLOSS DAVID A 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) | | X Director   10% Owner |
| C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, SUITE 130 | 3. Date of Earliest Transaction (Month/Day/Year) 08/16/2004 | X Officer (give title below)   Other (specify below) Chairman, Pres & CEO |
| (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) Code | V | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) Amount | (A) or (D) | Price | 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) |
|---|---|---|---|---|---|---|---|---|---|---|
| Common Stock[1] | 08/16/2004 | | M[1] | | 2,200[1] | A | $12.15 | 48,472[4] | D[4] | |
| Common Stock[1] | 08/16/2004 | | S[1] | | 2,200[1] | D | $17.25 | 46,272[4] | D[4] | |
| Common Stock[1] | 08/17/2004 | | M[1] | | 31,800[1] | A | $12.15 | 78,072[4] | D[4] | |
| Common Stock[1] | 08/17/2004 | | S[1] | | 31,800[1] | D | $17.216 | 46,272[4] | D[4] | |
| Common Stock[1] | 08/18/2004 | | M[1] | | 34,436[1] | A | $12.15 | 80,708[4] | D[4] | |
| Common Stock[1] | 08/18/2004 | | S[1] | | 34,436[1] | D | $17.25 | 46,272[4] | D[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. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) Code | V | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) | (D) | 6. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable | Expiration Date | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) Title | Amount or Number of Shares | 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) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| Stock Option--Right to Buy[1] | $12.15 | 08/16/2004 | | M[1] | | | 2,200 | 10/18/1999[1] | 09/01/2004 | Common Stock | 2,200 | [2] | 66,236 | I[3] | Options owned by trusts for benefit of adult children[3] |
| Stock Option--Right to Buy[1] | $12.15 | 08/17/2004 | | M[1] | | | 31,800 | 10/18/1999[1] | 09/01/2004 | Common Stock | 31,800 | [2] | 34,436 | I[3] | Trusts for benefit of reporting person's adult children[3] |
| Stock Option--Right to Buy[1] | $12.15 | 08/18/2004 | | M[1] | | | 34,436 | 10/18/1999[1] | 09/01/2004 | Common Stock | 34,436 | [2] | 0 | I[3] | Trusts for benefit of reporting person's adult children[3] |

**Explanation of Responses:**

1. The transactions reported in this Form 4 reflect the cashless exercise of certain options sheduled to expire on September 1, 2004. In connection with the October 1999 spin-off of CIRCOR from Watts Industries, these options were granted to the reporting person on 10/18/99 as replacement options for options previously granted to the reporting person by Watts on 9/1/1994. Because the underlying options from Watts had been vested as of 10/18/99, all 68,436 options were vested as of their 10/18/99 date of issuance.

2. Upon exercise, the underlying options convert into shares of the issuer's common stock on a one-for-one basis.

3. As reported in a Form 5 filed February 12, 2002 with respect to the year ended December 31, 2001, the reporting person, with the approval of the Compensation Committee of the issuer's Board of Directors, on December 10, 2001, transferred a total of 112,521 stock options into three trusts for the benefit of the reporting person's three adult children. Because the reporting person's spouse is a trustee under each of these trusts, the reporting person may be deemed to have an indirect beneficial interest in these options with continuing Section 16 reporting obligations. The transfer of options to the three trusts included each of the aggregate 68,436 stock options, the cashless exercise of which is reported in this Form 4.

4. Prior to the transactions reported herein, the reporting person held 45,772 shares of the issuer's common stock directly and an additional 500 shares indirectly in his spouse's name. As noted in footnote 3, the acquisition and subsequent dispositon of additional shares reported herein reflects the cashless exercise of stock options which are scheduled to expire September 1, 2004 and which are held indirectly in three trusts established for the benefit of the reporting person's three adult children. As a result, the net result, after consummation of these transactions, is that the reporting person continues to hold 45,772 shares directly and an additional 500 shares indirectly in his spouse's name.

Alan J. Glass, attorney in fact   08/18/2004