

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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|--|--|---|
| 1. Name and Address of Reporting Person* <u>GLASS ALAN J</u> (Last) (First) (Middle) <u>CIRCOR INTERNATIONAL, INC.</u> <u>25 CORPORATE DRIVE</u> (Street) <u>BURLINGTON MA 01803</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>CIRCOR INTERNATIONAL INC [CIR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>02/13/2005</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/15/2005</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>General Counsel & Asst. Secy</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person |
|--|--|---|

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 | 02/13/2005 ⁽¹⁾ | | M | | 1,332 | A | \$12.72 | 1,497 | D | |
| Common Stock | 02/13/2005 ⁽¹⁾ | | F | | 438 | D | \$24.23 | 1,059 | 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 Units | \$12.72 ⁽¹⁾ | 02/13/2005 | | M | | | 1,332 ⁽²⁾ | 02/13/2005 ⁽¹⁾ | ⁽¹⁾ | Common Stock | 1,332 | ⁽¹⁾ | 0 | D | |

Explanation of Responses:

1. Shares acquired pursuant to conversion of restricted stock units (RSUs) on a one for one basis. RSUs issued pursuant to issuer's Management Stock Purchase Plan under which executive may make an advance election to receive RSUs in lieu of specified % or dollar amount of annual incentive cash bonus under bonus plan applicable to executive. RSUs issued on the basis of a 33% discount to fair market value of issuer's common stock on date the underlying bonus otherwise would be paid and generally vest 3 years after grant date at which time it converts into shares of common stock unless executive has previously elected a longer deferral period. Transactions reported reflect conversion of RSUs into shares and withholding of sufficient shares to pay taxes. Price reflected based on 33% discount to fair market value of issuer's stock to grant date. Fair market value of shares, based on closing price of issuer's stock on Feb. 11, 2005 (last business day before shares vested), is \$24.23.
2. This Form 4/A is being filed to correct an inadvertent error in the original Form 4 filed on 2/15/05 which mistakenly reported the conversion of the underlying RSUs into shares as an "acquisition" rather than a "disposition" of the RSUs.

Alan J. Glass
** Signature of Reporting Person

02/16/2005
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.