П

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 OMP Number 2005 000

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| Estimated average burd | len |
| | 3235-0207 |

| 1. Name and Addres <u>DIETZ DAVI</u> | s of Reporting Person <u>DF</u> | n* | 2. Issuer Name and Ticker or Trading Symbol <u>CIRCOR INTERNATIONAL INC</u> [CIR] | | tionship of Reporting Pers all applicable) Director | on(s) to Issuer 10% Owner | |
|--------------------------------------|------------------------------------|----------------|---|------------------------|---|------------------------------|--|
| | (First) INTERNATIONAI | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 02/26/2010 | | Officer (give title below) | Other (specify below) | |
| (Street) | 5 CORPORATE DRIVE | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | 6. Indiv Line) X | vidual or Joint/Group Filing Form filed by One Repo | 、 | |
| BURLINGTON (City) | MA (State) | 01803 (Zip) | | | 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) | Transaction Code (Instr. | | 4. Securities Disposed Of 5) | | | 5. Amount of Securities Beneficially Owned Following Reported | 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 | Transaction(s) (Instr. 3 and 4) | | (instit 4) |
| Common Stock | 02/26/2010 | | М | | 334 | Α | (1) | 29,914.95 | 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. Transa Code (8) | | of | | 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) | Owned | 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 ⁽¹⁾ | (1) | 02/26/2010 | | М | | | 334 | (1) | (1) | Common Stock | 334 | (1) | 334 | 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 2/26/07. On that date the fair market value (FMV) of a share of the issuer's stock was \$36.21. The RSU grant vests in equal portions over a three (3) year period, and are received by the Reporting Person upon vesting, on a one-for-one basis unless the Reporting Person has previously chosen a longer deferral period. This report reflects the vesting of a third of RSU from the original grant and the acquisition by the Reporting Person of the underlying shares. The FMV of the shares, based on the closing price of the issuer's stock on 2/25/10 (last business day before shares vested) is \$31.90.

/s/ Alan J. Glass

03/02/2010

** 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.