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*	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
CARLSEN ALAN R	CIRCOR INTERNATIONAL INC [CIR]	Director / 10% Owner / X Officer (give title below) / Other (specify below)
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Sr.VP, Manufacturing
C/O CIRCOR INTERNATIONAL, INC.	08/09/2003	
35 CORPORATE DRIVE, SUITE 290		
(Street)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
BURLINGTON MA 01803		X Form filed by One Reporting Person
(City) (State) (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)	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	08/09/2003		M		16,299	A	$6.5965[1]	42,653	D	
Common Stock	08/09/2003		F		6,683	D	$18.3[2]	35,970	D	
Common Stock	08/11/2003		M		10,684	A	$6.3178[1]	46,654	D	
Common Stock	08/11/2003		F		3,120	D	$18.45[2]	43,534	D	
Common Stock[3]	08/12/2003		M		3,911	A	$9.43	47,445	D	
Common Stock[3]	08/12/2003		S		3,911	D	$18.45	43,534	D	
Common Stock[3]	08/12/2003		M		6,000	A	$7.5	49,534	D	
Common Stock[3]	08/12/2003		S		6,000	D	$18.45	43,534	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	$6.5965[1]	08/09/2003		M			16,299	08/09/2002	08/09/2003[4]	Common Stock	16,299	$0[5]	0	D	
Restricted Stock Units	$6.3178[1]	08/11/2003		M			10,684	08/11/2001	08/11/2003[4]	Common Stock	10,684	$0[5]	0	D	
Stock Option - Right to Buy	$9.43	08/12/2003		M			3,911	08/11/2003	08/11/2008	Common Stock	3,911	$0[6]	0	D	
Stock Option - Right to Buy	$7.5	08/12/2003		M			6,000	08/02/2003	08/02/2010	Common Stock	6,000	$0[6]	12,000	D	

Explanation of Responses:

1. Shares acquired pursuant to conversion of Restricted Stock Units (RSUs) 1 for 1. RSUs are issued pursuant to issuer's Management Stock Purchase Plan under which executives may make advance elections to receive RSUs in lieu of a specified percentage or dollar amount of their annual incentive cash bonus under the bonus plan applicable to the executive. RSUs are issued on the basis of a 33% discount to the fair market value of the issuer's Common Stock on the date the underlying bonus otherwise would be paid and generally vest 3 years after the date of the grant, at which time they are converted into shares of the issuer's Common Stock unless the executive has previously elected a longer deferral period. Transactions reported herein reflect conversion of RSUs into shares and withholding of sufficent shares to pay income taxes due. Price reflected above is based on the 33% discount from the fair market value of a share of issuer's Common Stock on the date the RSUs were granted.

2. Price reflects the fair market value of a share of the issuer's Common Stock on the date the shares are withheld by the issuer to pay income taxes due.

3. The sale of shares reported reflects the cashless exercise of stock options by the reporting person.

4. The date reported above is the date to which the reporting person previously had elected to defer conversion of the RSUs into shares of Common Stock.

5. The RSUs convert into shares of the issuer's Common Stock on a 1 for 1 basis.

6. The stock options convert into shares of the issuer's Common Stock on a 1 for 1 basis.

Alan J. Glass, Attorney in Fact   08/12/2003

** Signature of Reporting Person   Date