

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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)  (Street)  (City) (State) (Zip)	2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>CIRCOR INTERNATIONAL INC [ CIR ]</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 &amp; Asst. Secy</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/06/2005</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/06/2005		M <sup>(1)</sup>		267	A	(1)	267	D	
Common Stock	01/06/2005		F <sup>(1)</sup>		102	D	(1)	165	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	(1)	01/06/2005		M <sup>(1)</sup>			267	01/06/2005 <sup>(1)</sup>	(1)	Common Stock	267	(1)	533	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 the equity incentive grants made by the issuer on January 6, 2004. On that date the fair market value of a share of the issuer's stock was \$23.80. The RSUs vest in equal portions over a 3-year period and are received by the reporting person upon vesting unless the reporting person has previously chosen a longer deferral period. This report reflects the vesting of the first one-third of the these RSUs, the acquisition by the reporting person of the underlying shares, and the withholding by the issuer of sufficient shares to pay income taxes required to be withheld from the reporting person. The fair market value of the shares, based on the closing price of the issuer's stock on January 5, 2005 is \$22.22.

Alan J. Glass 01/06/2005  
\*\* 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.