

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

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

1. Name and Address of Reporting Person* <u>Sharma Arjun</u> (Last) (First) (Middle) <u>30 CORPORATE DR.</u> <u>SUITE 200</u> (Street) <u>BURLINGTON MA</u> <u>01803-4238</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>03/05/2015</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	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>VP, Business Development</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
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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	03/05/2015	03/05/2015	M		3,065	A	(1)	8,389	D	
Common Stock	03/05/2015	03/05/2015	F		999	D	(1)	7,390	D	
Common Stock	03/05/2015	03/05/2015	M		2,492	A	(2)	9,882	D	
Common Stock	03/05/2015	03/05/2015	F		793	D	(2)	9,089	D	
Common Stock	03/05/2015	03/05/2015	M		404	A	(3)	9,493	D	
Common Stock	03/05/2015	03/05/2015	F		132	D	(3)	9,361	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 Unit (MSP)	\$0.00	03/05/2015	03/05/2015	M			3,065	03/05/2015	03/05/2022	Common Stock	3,065	(1)	0.00	D	
Restricted Stock Unit	\$0.00	03/05/2015	03/05/2015	M			404	03/05/2015	03/05/2022	Common Stock	404	(3)	0.00	D	

Explanation of Responses:

1. The Restricted Stock Units (RSUs), the conversion of which are reported herein, were issued to the Reporting Person pursuant to issuers Management Stock Purchase Plan (MSPP) on 3/5/2012 utilizing a fair market value (FMV) of a share of the issuers stock of \$32.76. RSUs are issued in whole units on the basis of a 33 percent discount from FMV of the issuers common stock on the date the underlying bonus is determined (\$21.95 in this case) and generally vest 3 years from date of grant, at which time they convert into shares of common stock unless the executive has previously elected a longer deferral period. Acquisition price reflects the 33% discount to FMV of issuers stock on grant date. This report reflects the acquisition by the Reporting Person of the common stock underlying the RSUs minus sufficient shares withheld to pay applicable income taxes.
2. The shares issued herein to the Reporting Person by the issuer are the result of actual achievement against the metrics associated with a Performance Based RSU grant made by the issuer on 3/05/2012. These metrics consisted of targets for 2014 Return on Invested Capital and Adjusted Operating Margin with potential payouts ranging from 0% to 200%. This report reflects the acquisition of shares by the Reporting Person based on 200% achievement minus sufficient shares withheld to pay applicable income taxes.
3. 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 3/05/2012 utilizing a fair market value (FMV) of a share of the issuers stock of \$32.76. The RSU grant vests in equal portions over a three year period, and are received by the Reporting Person upon vesting, on a one-for-one basis. This report reflects the final vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the underlying shares minus sufficient shares withheld to pay applicable income taxes.

Remarks:

/s/ Alan J. Glass, attorney-in-fact 03/09/2015

** 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.

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