

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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*<br><u>CROSS DEWAIN K</u><br><br>(Last) (First) (Middle)<br><u>10900 WILDHIRE BLVD</u><br><u>STE 850</u><br><br>(Street)<br><u>LOS ANGES</u> <u>CA</u> <u>90024</u><br><br>(City) (State) (Zip) | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br><u>CIRCOR INTERNATIONAL INC</u> [ <u>cir</u> ]<br><br>3. Date of Earliest Transaction (Month/Day/Year)<br><u>01/06/2004</u><br><br>4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br>Officer (give title below) Other (specify below)<br><br>6. Individual or Joint/Group Filing (Check Applicable Line)<br><br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><br>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 |   |  |   |

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 | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |   |  |
| Stock Option--Right to Buy                 | \$23.8   | 01/06/2004                           |  | A                              | 1,500  |   | (1)  | 01/06/2014      | Common Stock  | 1,500                      | (2)  | 1,500  | D   |  |
| Restricted Stock Units                     | (3)  | 01/06/2004                           |  | A                              | 500  |   | (4)  | (5)             | Common Stock  | 500                        | (5)  | 500  | D   |  |

Explanation of Responses:

1. The options vest one-third each year over a 3-year period commencing with 1/06/2005.
2. The options are convertible into shares of common stock on a one-for-one basis.
3. The grant of restricted stock units reported herein entitles the reporting person to receipt of shares of the issuer's common stock upon the later of (i) vesting of the grant or a portion thereof and (ii) such longer deferral period as the reporting person may have elected in advance.
4. The restricted stock units reported herein vest in equal installments of one-third over a three-year period commencing with 1/06/2005.
5. As noted in footnotes 3 and 4, the restricted stock units vest over a three-year period and, subject to any longer deferral period selected by the reporting person, automatically convert into shares of common stock at no conversion cost to the reporting person.

Alan J. Glass, attorney in fact 01/08/2004

\*\* 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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