SEC Form 4

FORM 4

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)
ROBBINS WAYNE F	CIRCOR INTERNATIONAL INC [CIR]	

ROBBINS WAYNE F

(Last)	(First)	(Middle)

C/O CIRCOR INTERNATIONAL, INC.

25 CORPORATE DRIVE, STE. 130

(Street)

BURLINGTON   MA   01803

(City)	(State)	(Zip)

3. Date of Earliest Transaction (Month/Day/Year)
03/21/2008

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)

	Director
X	Officer (give title below)
	10% Owner
	Other (specify below)

GROUP VICE PRESIDENT

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

☐ 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	03/21/2008		M		1,754	A	(1)	2,921	D	
COMMON STOCK	03/21/2008		F		587(1)	D	$46.05	2,334	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)	03/21/2008		M			1,754	(1)	(1)	COMMON STOCK	1,754	(1)	1,755	D	

Explanation of Responses:

1. The Restricted Stock Units (RSU), the conversion of which are reported herein on a one-for-one basis, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on March 21, 2006. The fair market value (FMV) of the issuers stock on that date was $27.93 per share. The RSU vest in equal portions of one-third of the RSU over a three-year period. This report reflects the vesting of the 2nd one-third of three RSU tranches, the withholding of sufficient shares by the issuer to pay necessary income taxes, and the acquisition by the Reporting Person of the remaining underlying shares at a FMV of $46.05 per share, based on the closing price of the issuers stock on March 20, 2008 (the last business day before the shares vested).

Alan J. Glass, Attorney-in-Fact   03/24/2008

** Signature of Reporting Person   Date