

CIRCOR INTERNATIONAL INC
 Form 4
 March 04, 2014

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DIETZ DAVID F

2. Issuer Name and Ticker or Trading Symbol
CIRCOR INTERNATIONAL INC [CIR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 30 CORPORATE DRIVE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
 02/28/2014

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

(Street)
 BURLINGTON, MA 01803-4238

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/28/2014 | 02/28/2014 | M | 1,531 | A \$ 0 (1) | 56,143 | D |
| Common Stock | 02/28/2014 | 02/28/2014 | M | 428 | A \$ 0 (2) | 56,571 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
 (9-02)

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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 Underlying Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Unit (MSP) | \$ 0 | 02/28/2014 | 02/28/2014 | M | 1,531 | 02/28/2014 | 02/28/2021 | Common Stock | 1,531 |
| Restricted Stock Unit | \$ 0 | 02/28/2014 | 02/28/2014 | M | 428 | 02/28/2014 | 02/28/2021 | Common Stock | 428 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DIETZ DAVID F 30 CORPORATE DRIVE SUITE 200 BURLINGTON, MA 01803-4238 | | X | | |

Signatures

/s/ Alan J. Glass,
attorney-in-fact

03/03/2014

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(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 2/28/11 utilizing a fair market value (FMV) of a share of issuers common stock of \$39.00. RSUs are issued in whole units on the basis of a 33% discount from FMV of the issuers common stock on the date the underlying bonus is determined (\$26.13 in this case) and generally vest 3 years from date of grant, at which time they convert into shares of common stock. 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.

(2) 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 2/28/11 utilizing a fair market value (FMV) of a share of the issuers stock of \$39.00. 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 vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the underlying shares.

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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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