#### CIRCOR INTERNATIONAL INC

Form 4 March 01, 2006

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Higgins Andrew William

2. Issuer Name and Ticker or Trading

Issuer

below)

Symbol

CIRCOR INTERNATIONAL INC

(Check all applicable)

Executive VP & COO

5. Relationship of Reporting Person(s) to

[CIR]

(Last)

Security

(Instr. 3)

(Middle)

3. Date of Earliest Transaction

Director 10% Owner X\_ Officer (give title

Other (specify

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/27/2006

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**BURLINGTON, MA 01803** 

(State) (Zip) (City) 1. Title of 2. Transaction Date 2A. Deemed

3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)

5. Amount of Securities Beneficially Owned

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(Instr. 4)

Following Reported Transaction(s)

(A) (Instr. 3 and 4)

Code V Amount (D) Price

or

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

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 control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

5. Number of TransactionDerivative

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8 Underlying Securities

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Securi (Instr.	•	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities (Month/Day/ Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ear)	(Instr. 3 and	4)	(
					Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restr Stock Units		<u>(1)</u>	02/27/2006		A	8,990	(2)	(3)	Common Stock	8,990	
Restr Stock Units		<u>(4)</u>	02/27/2006		A	13,541	02/27/2009	<u>(4)</u>	Common Stock	13,541	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Higgins Andrew William C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803

Executive VP & COO

### **Signatures**

Alan J. Glass, Attorney-in-Fact

\*\*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).
- The grant of Restricted Stock Units (RSUs), reported herein, entitles the reporting person to receive shares of the issuer's common stock (1) on 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.
- (2) The Restricted Stock Units (RSUs) reported herein vest in equal installments of one-third on 3/29/2007, 2/27/2008, and 2/27/2009.
- As noted in footnotes 1 and 2, 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.
  - Restricted Stock Units (RSUs), convert into shares of common stock on a one-for-one basis. These RSUs are issued pursuant to a provision under the issuer's Management Stock Purchase Plan (MSPP) pursuant to which certain executives may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of an individual's annual incentive cash bonus under bonus
- plan applicable to the executive. The RSUs are issued in whole units on the basis of a 33% discount from the fair market value of the issuer's common stock on the date the underlying bonus is determined and generally vest 3 years from the date of the grant, at which time they convert into shares of common stock unless the executive has previously selected a longer deferral period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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