SMITH KENNETH WALTER

Form 4

March 20, 2007

FORM 4

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

OMB Number:

3235-0287 January 31,

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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OMB APPROVAL

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Form 5 obligations may continue. *See* Instruction

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

esponse... 0.5

1(b).

Common

Stock

03/16/2007

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading SMITH KENNETH WALTER Issuer Symbol CIRCOR INTERNATIONAL INC (Check all applicable) [CIR] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X_ Officer (give title Other (specify (Month/Day/Year) below) C/O CIRCOR INTERNATIONAL. 03/16/2007 Senior VP, CFO & Treasurer INC., 25 CORPORATE DRIVE, **SUITE 130** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting BURLINGTON, MA 01803 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 7. Nature of Transaction(A) or Disposed of (D) Security (Month/Day/Year) Execution Date, if Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Price Amount Common 03/16/2007 $M^{(1)}$ \$ 9.45 6,437 D 1.046 Α Stock

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

 $F^{(1)}$

422

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6.015

D

\$

(2)

34.71

D

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number.

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. Transactic Code (Instr. 8)	5. Number ion 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 Units	\$ 9.45 (1)	03/16/2007		M(1)		1,046	03/16/2007	<u>(1)</u>	Common Stock	1,046

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other

SMITH KENNETH WALTER C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, SUITE 130 **BURLINGTON, MA 01803**

Senior VP, CFO & Treasurer

De Se (In

Signatures

Alan J. Glass. 03/20/2007 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).

Management Stock Purchase Plan under which executive may make an advance election to receive RSUs in lieu of specified %or dollar amount of annual incentive cash bonus under bonus plan application to the executive. RSUs are issued in whole units on the basis of a 33% discount from fair market value of the issuer's common stock on the date the underlying bonus is determined (\$9.45 in this case) and generally vest 3 years from the date of grant, at which time they convert into shares of common stock unless executive has previously elected a longer deferral period. The executive elected for a 4-year deferral period in this case. Transactions reported herein reflect the

conversion of RSUs into shares and withholding of sufficient shares to pay taxes. Acquisition price reflected is based on a 33% discount of fair market value of issuer's stock to grant date.

Shares acquires pursuant to conversion of Restricted Stock Units (RSUs) on a one-for-one basis. RSUs issued pursuant to issuer's

Fair market value of shares, based on closing price of the issuer's stock on March 15, 2007 (last business day before shares vested) is

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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