

CIRCOR INTERNATIONAL INC
 Form 4
 February 28, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
 McCuaig Susan M

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)
 C/O CIRCOR INTERNATIONAL,
 INC., 25 CORPORATE DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/26/2008

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Vice President-Human Resources

BURLINGTON, MA 01803

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			
				Code	V	Amount		
COMMON STOCK	02/27/2008		M	(1)	1,019	A	2,168	D
COMMON STOCK	02/27/2008		F	(1)	387	D	1,781	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)	Amount or Number of Shares
RESTRICTED STOCK UNITS	(2)	02/26/2008		A(2)	1,792	(2) (2)	COMMON STOCK	1,792
RESTRICTED STOCK UNITS	(1)	02/26/2008		M	1,019	(1) (1)	COMMON STOCK	1,019

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCuaig Susan M C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803			Vice President-Human Resources	

Signatures

ALAN J. GLASS, 02/28/2008
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 Restricted Stock Units (RSU), the conversion of which is reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 2/27/2006. On that date, the fair market value (FMV) of the issuers stock was \$27.81.

The RSU vest and are received by the Reporting Person in three equal portions on 3/29/2007, 2/27/2008 and 2/27/2009 unless the

- Reporting Person has previously elected a longer deferral period. This report reflects the vesting of the 2nd one-third of these RSU, acquisition of those underlying shares in whole units by the Reporting Person and withholding of sufficient shares to pay applicable income taxes. The FMV of the shares, based on the closing price of the issuers stock on 2/26/2008 (last business day prior to the shares vesting) is \$46.91.
- This Restricted Stock Units (RSU) grant is issued pursuant to a provision of the issuers Management Stock Purchase Plan (MSPP) whereby certain executives may make an advance election to receive RSU in lieu of a specified % or dollar amount of that executives annual incentive cash bonus. RSU are issued in whole units at a 33% discount (\$32.60) from fair market value of the issuers common

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stock on the date the underlying bonus is determined (\$48.66) and generally vest 3 years from the date of the award, at which time the RSU convert into shares of common stock on a 1-for-1 basis unless the executive previously elected 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.