BENANTE MARTIN R

Form 4

November 20, 2009

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

OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires:

OMB APPROVAL

Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Estimated average burden hours per response...

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

0.5

2005

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

CURTISS WRIGHT CORP [CW]

5. Relationship of Reporting Person(s) to

BENANTE MARTIN R

Symbol

(Check all applicable)

(Last)

(First) (Middle) 3. Date of Earliest Transaction

(Month/Day/Year)

_X__ Director 10% Owner

C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW

11/18/2009

X_ Officer (give title Other (specify below)

BOULEVARD

Chief Executive Officer

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

D

Issuer

PARSIPPANY, NJ 07054

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) 5. Amount of Securities Beneficially (D) or Owned Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4)

(Month/Day/Year)

(Instr. 3, 4 and 5) (Instr. 8) (A)

Reported Transaction(s) (Instr. 3 and 4)

or Code V Amount (D) Price

Common 67,338.843 Stock

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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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 onDerivative 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Option to Purchase Common Stock	\$ 30.9 (1)	11/18/2009		A	75,516	11/18/2010(2)	11/18/2019	Common Stock	75,5
Restricted Stock Unit	\$ 30.9 (1)	11/18/2009		A	22,452	11/18/2012(4)	11/18/2019	Common Stock	22,4

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting 6 mars runner, runner,	Director	10% Owner	Officer	Other		
BENANTE MARTIN R C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054	X		Chief Executive Officer			

Signatures

Paul J. Ferdenzi by Power of Attorney for Martin R.
Benante

11/20/2009

**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) Price is based on the closing price as reported by the New York Stock Exchange for the Corporation's Common Stock as of November 17,
- (2) Up to 1/3 of the shares covered by the option vest on 11/18/10, vesting increases to 2/3 of such shares on 11/18/11 and increasing to all shares on 11/18/12
- (3) No price on the date of issue, option having been granted as an employee benefit transaction. The option has a value of \$9.19 per share using the Black-Scholes option-pricing model.
- (4) These units are restricted for a period of three years and are subject to forfeiture if the Officer should leave the employ of the Company.

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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