

BUCKHOUT SCOTT A.
Form 4
April 10, 2013

FORM 4

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

OMB APPROVAL

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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 *
BUCKHOUT SCOTT A.

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 DR., SUITE 200
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/09/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President and CEO

BURLINGTON, MA 01803-4238

(City) (State) (Zip)

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

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 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)	Code	V	Amount	(D)	Price

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

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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 Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Unit	<u>(1)</u>	04/09/2013	M	10,689					05/09/2014	04/09/2024	Common Stock	10,689
Stock Option	<u>(2)</u>	04/09/2013	M	200,000					<u>(2)</u>	04/09/2024	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUCKHOUT SCOTT A. 30 CORPORATE DR. SUITE 200 BURLINGTON, MA 01803-4238			President and CEO	

Signatures

/s/ Alan J. Glass,
attorney-in-fact
Date: 04/10/2013

__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 grant of the Restricted Stock Units (RSUs) reported herein generally vest one-third per year from the date of award and entitle the Reporting Person to receive shares of the issuer common on either (i) the vesting of RSUs or (ii) upon the conclusion of such longer deferral period as the Reporting Person may elect in advance. In either occurrence (i) or (ii) the RSUs automatically convert into shares of common stock on a one for one basis at no conversion cost to the Reporting Person.

(2) The options vest as follows: 50,000 options vest upon achieving a closing stock price of \$50 per share for 60 continuous trading days; 100,000 options (cumulative) vest upon achieving a closing stock price of \$60 per share for 60 continuous trading days; 150,000 options (cumulative) vest upon achieving a closing stock price of \$70 per share for 60 continuous trading days; and 200,000 options (cumulative) vest upon achieving a closing stock price of \$80 per share for 60 continuous trading days. Any options that have not vested within five years of grant date shall terminate. Vested options may be exercised 25% at the time of vesting, 50% one year from the date of vesting, and 100% two years from the date of vesting. The options convert into shares of common stock on a one-for-one basis

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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