CIRCOR INTERNATIONAL INC

Form 4

February 28, 2008

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

2005

0.5

January 31, Expires:

OMB APPROVAL

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

if no longer

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 * **CROSS DEWAIN K**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

CIRCOR INTERNATIONAL INC [CIR]

(Check all applicable)

(Last)

(First)

(Middle)

3. Date of Earliest Transaction

X_ Director Officer (give title

10% Owner Other (specify

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

(Street)

STE 130

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

02/26/2008

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 Security (Instr. 3)

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

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) 5. Amount of Securities Beneficially Owned

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

Reported (A)

Transaction(s)

Following

(Instr. 3 and 4) Price

COMMON STOCK

02/26/2008

Code V Amount (D)

M

431 (1) (1) 14,155 D

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

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

(9-02)

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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)	Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	Derivative		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	Amoun or Numbe of Shares
RESTRICTED STOCK UNITS	(2)	02/26/2008		A	740 (2)		(2)	(2)	COMMON STOCK	740
RESTRICTED STOCK UNITS	(1)	02/27/2008		M		431 (1)	<u>(1)</u>	<u>(1)</u>	COMMON STOCK	431

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting Owner Numer / Address	Director	10% Owner	Officer	Other		
CROSS DEWAIN K C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, STE 130 BURLINGTON, MA 01803	X					

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 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.

(1) 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, and acquisition of those underlying shares in whole units by the Reporting Person. 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.

The grant of Restricted Stock Units (RSU), reported herein, entitles the Reporting Person to receive shares of the issuer common stock in equal installments of one-third of the original RSU grant on either the later of (i) vesting of the grant or a portion thereof each year which as reported herein is 3/27/09, 2/26/10, and 2/26/11 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 RSU automatically convert into shares of common stock at no conversion cost to the Reporting Person

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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