

TAYLOR BARRY L SR
Form 4
February 15, 2005

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYLOR BARRY L SR

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)

CIRCOR INTERNATIONAL,
INC., 25 CORPORATE DRIVE

3. Date of Earliest Transaction
(Month/Day/Year)
02/13/2005

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Group Vice President

(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
Person

BURLINGTON, X1 01803

(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)
			Code	V	Amount (A) or (D) Price		
Common Stock	02/13/2005 ⁽¹⁾		M		429 \$ 12.72	429	D
Common Stock	02/13/2005 ⁽¹⁾		F		149 \$ 24.23	280	D

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

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information contained in this form are not
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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)	8. De Se (In
Restricted Stock Units	\$ 12.72 (1)	02/13/2005		M	429	02/13/2005(1) (1)	Common Stock	429

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR BARRY L SR CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, X1 01803			Group Vice President	

Signatures

Alan J. Glass,
Attorney-in-fact 02/15/2005

__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).

Shares acquired pursuant to conversion of restricted stock units (RSUs) on a one for one basis. RSUs issued pursuant to issuer's Management Stock Purchase Plan under which executives may make an advance election to receive RSUs in lieu of specified % or dollar amount of annual incentive cash bonus under bonus plan applicable to executive. RSUs issued on the basis of a 33% discount to fair market value of issuer's common stock on date the underlying bonus otherwise would be paid and generally vest 3 years after grant date at which time it converts into shares of common stock unless executive has previously elected a longer deferral period. Transactions reported reflect conversion of RSUs into shares and withholding of sufficient shares to pay taxes. Price reflect based on 33% discount to fair market value of issuer's stock to grant date. Fair market value of shares, based on closing price of issuer's stock on Feb. 11, 2005 (last business day before shares vested), is \$24.23.

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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