

CURTISS WRIGHT CORP

Form 4

July 14, 2009

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 *
BENANTE MARTIN R

(Last) (First) (Middle)

**C/O CURTISS-WRIGHT
CORPORATION, 10 WATERVIEW
BOULEVARD**

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CURTISS WRIGHT CORP [CW]

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

07/10/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ X_ Director ☐ 10% Owner
☒ X_ Officer (give title below) ☐ Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ X_ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	07/10/2009		A ⁽¹⁾	761.6146	A	25.3343	67,338.843	D
						\$		
						(2)		

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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 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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Option to Purchase Common Stock	\$ 28.8 ⁽³⁾			Code V (A) (D)		Date Exercisable 11/17/2009 Expiration Date 11/17/2018	Common Stock	Amount or Number of Shares 352,113

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

07/14/2009

__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).
- Shares were purchased pursuant to the Company's 2003 Employee Stock Purchase Plan, under which Participant agrees to payroll deductions prior to the commencement of a six month offering period whereby the payroll deductions are accumulated for the purchase of shares at the end of the offering period.
- (1) The purchase price is calculated by giving a 15% discount on the average market price of the Company's stock price, as of the lower market price of the two following dates: (i) the first day of the offering period or (ii) the last day of the offering period.
- (2) Exercise price is an average exercise price of awards previously granted to participant under the Company's Long Term Incentive Plan.
- 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.