CURTISS WRIGHT CORP

Form 4

December 17, 2014

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

OMB APPROVAL

OMB 3235-0287 Number:

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue.

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

2. Issuer Name and Ticker or Trading

See Instruction

1(b).

(Last)

Security

(Instr. 3)

(Print or Type Responses)

1. Name and Address of Reporting Person * Jakubowitz Harry

Symbol

5. Relationship of Reporting Person(s) to

Issuer

CURTISS WRIGHT CORP [CW]

3. Date of Earliest Transaction

(Check all applicable)

(Middle) (Month/Day/Year)

12/17/2014

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

VP & Treasurer

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

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

PARSIPPANY, NJ 07054

(City) (State) (Zip) 1. Title of

2. Transaction Date 2A. Deemed 3. 4. Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Code Disposed of (D) (Month/Day/Year) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Ownership Owned (Instr. 4) (Instr. 4) Following

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

Code V Amount (D) Price

(A)

or

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)

1. Title of 3. Transaction Date 3A. Deemed 5. Number 6. Date Exercisable and Derivative (Month/Day/Year) Execution Date, if Transactionof **Expiration Date** Conversion

7. Title and Amount of

Underlying Securities

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			(Instr. 3 and	4)
				Code V	(A) (D)) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Un	S ()(3)	12/17/2014		A	744 (1)	11/11/2017(2)	11/11/2017	Common Stock	744

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Jakubowitz Harry C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054

VP & Treasurer

Signatures

Paul J. Ferdenzi by Power of Attorney for Harry Jakubowitz

12/17/2014

**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) Number of shares calculated based on the value of the award divided by the closing price of \$70.58 for Issuer's common stock as reported by the New York Stock Exchange on November 11, 2014, the date the Board initially approved the award.
- (2) 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.
- (3) No price on the date of issue, option having been granted as an employee benefit transaction.

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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