## Edgar Filing: ZADEL C WILLIAM - Form 4

| ZADEL C WI   | ILLIAM      |   |  |                                      |                         |  |   |   |                                  |                   |  |  |
|--|-------------|---|--|--------------------------------------|-------------------------|--|---|---|----------------------------------|-------------------|--|--|
| Form 4   |             |   |  |                                      |                         |  |   |   |                                  |                   |  |  |
| March 04, 201  | 11          |   |  |                                      |                         |  |   |   |                                  |                   |  |  |
| FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION  |             |   |  |                                      |                         |  |   |   | PPROVAL                          |                   |  |  |
|  | UNITE       | UNITED STATES SECURITIES AND EXCHANGE COMMISSION<br>Washington, D.C. 20549                |  |                                      |                         |  |   |   | OMB<br>Number:                   | 3235-0287         |  |  |
| Check this box   |             |   |  |                                      |                         |  |   |   | Expires:                         | January 31,       |  |  |
| if no longe<br>subject to  | STATE       | EMENT O   | F CHAN                                     | GES IN E                             | BENEFICIAL OWNERSHIP OF |  |   |   |                                  | Estimated average |  |  |
| Section 16   | •           | SECURITIES  |  |                                      |                         |  |   |   | burden hours per<br>response 0.5 |                   |  |  |
| Form 4 or  |             |   |  |                                      |                         |  |   |   |                                  |                   |  |  |
| Form 5<br>obligations  | , <b>^</b>  |   |  |                                      |                         |  |   | ge Act of 1934,   |                                  |                   |  |  |
| may contir   |             |   |  | •                                    | •                       | • •  |   | f 1935 or Sectio  | on                               |                   |  |  |
| See Instruc  | ction       | 30(h)   | ) of the Inv                               | vestment (                           | Company                 | y Act  | of 19   | 40  |                                  |                   |  |  |
| 1(b).  |             |   |  |                                      |                         |  |   |   |                                  |                   |  |  |
| (Print or Type Re  | esponses)   |   |  |                                      |                         |  |   |   |                                  |                   |  |  |
| 1. Name and Address of Reporting Person *2. IssuerZADEL C WILLIAMSymbol  |             |   |  | er Name <b>and</b> Ticker or Trading |                         |  |   | 5. Relationship of Reporting Person(s) to Issuer                  |                                  |                   |  |  |
| -  |             |   | CIRCOF                                     | COR INTERNATIONAL INC                |                         |  |   | (Check all applicable)  |                                  |                   |  |  |
| (Last)   | (First)     | (Middle)  | 3. Date of                                 | Earliest Tra                         | insaction               |  |   | X Director  | 10%                              | 6 Owner           |  |  |
| (Month/D   |             |   | h/Day/Year)                                |                                      |                         |  | Officer (give title Other (specify below) below)  |   |                                  |                   |  |  |
| 25 CORPORATE DRIVE 03/02/2   |             |   | 03/02/20                                   | 2011                                 |                         |  |   |   |                                  |                   |  |  |
| (Street) 4. If Amen  |             |   | nendment, Date Original<br>Ionth/Day/Year) |                                      |                         |  | 6. Individual or Joint/Group Filing(Check   |   |                                  |                   |  |  |
| Filed(Mont   |             |   |  |                                      |                         |  | Applicable Line)<br>_X_ Form filed by One Reporting Person<br>Form filed by More than One Reporting |   |                                  |                   |  |  |
| BURLINGI   | ON, MA 0180 | 13  |  |                                      |                         |  |   | Person  |                                  | 1 0               |  |  |
| (City)   | (State)     | (Zip)   | Table                                      | e I - Non-De                         | erivative S             | lecuri   | ties Ac   | quired, Disposed o  | f, or Beneficia                  | lly Owned         |  |  |
| 1.Title of<br>Security<br>(Instr. 3)2. Transaction Date<br>(Month/Day/Year)2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) |             | 3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5) |  |                                      |                         | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4)                                | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                                  |                   |  |  |
|  |             |   |  | Code V                               | Amount                  | or<br>(D)  | Price   | (Instr. 3 and 4)  |                                  |                   |  |  |
| Common<br>Stock  | 03/02/2011  |   |  | М                                    | 750                     | A  | <u>(1)</u>  | 5,004   | D                                |                   |  |  |

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 number.

 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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) | ionof<br>Derivative |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |  | 8<br>I<br>S<br>() |
|---|---|---|---|--|---------------------|-----|--|--------------------|---|--|-------------------|
|   |   |   |   | Code V                                 | (A)                 | (D) | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |                   |
| Restricted<br>Stock<br>Units                        | <u>(1)</u>  | 03/02/2011                              |   | М                                      |                     | 750 | 04/02/2010   | 03/02/2019         | Common<br>Stock   | 750                                    |                   |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>                         | Relationships |           |         |       |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |
| ZADEL C WILLIAM<br>25 CORPORATE DRIVE<br>BURLINGTON, MA 01803 | Х             |           |         |       |  |  |  |
| Signatures  |               |           |         |       |  |  |  |
| By: /s/ Alan J. Glass,<br>attorney-in-fact                    |               | 03/04/201 | 1       |       |  |  |  |
| **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 (RSUs), the conversion of which are reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 3/02/09 utilizing a fair market value (FMV) of a share of the issuer?s stock of

(1) \$22.23.? The RSU grant vests in equal portions over a three year period, and are received by the Reporting Person upon vesting, on a one-for-one basis unless the Reporting Person has previously chosen a longer deferral period.? This report reflects the vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the underlying shares.

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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