GLASS ALAN J Form 4 January 06, 2005

FORM 4

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

OMB Number: 3235-0287

burden hours per

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue. See Instruction

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

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * GLASS ALAN J			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)	3. Date of (Month/Date 01/06/20	ny/Year)	et Transaction r)				Director 10% Owner X_ Officer (give title Other (specify below) General Counsel & Asst. Secy			
(City)	(Street)	Filed(Mont	If Amendment, Date Original ed(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				
(City)	(State)	(Zip)	Table	I - Non-	-De	rivative S	ecuri	ties Aco	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)		. Transaction Date 2A. Dee Month/Day/Year) Execution any (Month/			etion 3) V	4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	01/06/2005			Code M(1)	·	267	A	<u>(1)</u>	267	D		
Common Stock	01/06/2005			F <u>(1)</u>		102	D	<u>(1)</u>	165	D		

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

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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. Transacti Code (Instr. 8)	5. Number opportunities of the Securities of the		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (I	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/06/2005		M(1)	2	67	01/06/2005(1)	<u>(1)</u>	Common Stock	267

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

GLASS ALAN J

General Counsel & Asst. Secy

Signatures

Alan J. Glass 01/06/2005

**Signature of 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 the equity incentive grants made by the issuer on January 6, 2004. On that date the fair market value of a share of the issuer's stock was \$23.80. The RSUs vest in equal portions over a 3-year period and are received by the reporting person upon vesting unless the reporting

(1) person has previously chosen a longer deferral period. This report reflects the vesting of the first one-third of the these RSUs, the acquisition by the reporting person of the underlying shares, and the withholding by the issuer of sufficient shares to pay imcome taxes required to be withheld from the reporting person. The fair market value of the shares, based on the closing price of the issuer's stock on January 5, 2005 is \$22.22.

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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