

McCuaig Susan M  
Form 4  
March 04, 2009

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
McCuaig Susan M

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 Earliest Transaction  
(Month/Day/Year)

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

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE

03/02/2009

VP Human Resources

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

BURLINGTON, MA 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. F
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)	Sec (In			
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/02/2009	A		4,834		03/02/2012	(1)	Common Stock	4,834
Restricted Stock Units	(2)	03/02/2009	A		1,952		(2)	(2)	Common Stock	1,952
Restricted Stock Units	(3)	03/02/2009	A		3,376		(3)	(3)	Common Stock	3,376
Restricted Stock Units	(4)	03/02/2009	A		1,124		(4)	(4)	Common Stock	1,124

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCuaig Susan M C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803			VP Human Resources	

## Signatures

/s/ Alan J. Glass  
attorney-in-fact

03/04/2009

\*\*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).

(1) Restricted Stock Units (RSUs) convert into Common Stock on a one-for-one basis. These RSUs issued under the issuer's Management Stock Purchase Plan (MSPP) pursuant to which certain executives may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of such executive's annual incentive cash bonus under the bonus plan applicable to the executive. The RSUs are issued in whole units on the basis of a 33% discount from the fair market value of the issuer's common stock on the date that the underlying bonus is determined and generally vest 3 years from the date of grant at which time they convert into shares of common stock unless the executive previously has selected a longer deferral period.

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(2) In connection with the issuer's grant of Restricted Stock Units (RSUs) on February 26, 2007, certain executives would be entitled to receipt in February 2009 of an additional award of RSUs equal to 25% of the award's initial value contingent upon the Company achieving a specified return on invested capital for the 2008 fiscal year. The Company achieved this goal, and accordingly, the grant reported herein reflects the distribution of such RSUs. These RSUs vest in equal installments of one-fourth per year over a four-year period commencing with March 2, 2010 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period.

(3) The Restricted Stock Units (RSUs) granted herein are in connection with the Company's grant of long-term incentive awards for the 2009 Fiscal Year. These RSUs, which represent 75% of the long-term incentive awarded to the executive, vest in four equal installments on April 2, 2010, March 2, 2011, March 2, 2012 and March 2, 2013 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period.

(4) The Restricted Stock Units (RSUs) granted herein are in connection with the Company's grant of long-term incentive awards for the 2009 Fiscal Year. These RSUs, which represent 25% of the long-term incentive awarded to the executive, vest in four equal installments on April 2, 2010, March 2, 2011, March 2, 2012 and March 2, 2013 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Unlike the RSUs discussed in Footnote 3, however, these RSUs are subject to risk of forfeiture based on the Company's achievement of certain goals for return on invested capital during the 2009 fiscal year.

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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