

Higgins Andrew William
 Form 4
 May 08, 2009

FORM 4

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

OMB APPROVAL

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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 *
 Higgins Andrew William

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)
 05/06/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman, President & CEO

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

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/06/2009		M		2,009	A	11 31,038
Common Stock	05/06/2009		F		839	D	11 30,199

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. 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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(1)	05/08/2009		M	2,009	(1) (1)	Common Stock	2,009

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Higgins Andrew William C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803	X		Chairman, President & CEO	

Signatures

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

05/08/2009

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).

The restricted stock units (RSUs), the conversion of which are reported herein were granted to the Reporting Person by the issuer on May 6, 2008 in conjunction with the Reporting Person's forfeiture of rights under the issuer's supplemental executive retirement plan. The RSUs vest and are received by the Reporting Person in fourteen installments beginning on May 2, 2008, with each additional portion

(1) vesting on the 6th of May for each subsequent year ending with the last grant on May 6, 2021 unless the Reporting Person has previously elected a longer deferral period. This report reflects the vesting of the second portion of the original RSU award, acquisition of those underlying shares in whole units by the Reporting Person and withholding of sufficient shares to pay applicable income taxes. The FMV of the shares, based on the closing price of the issuers stock on 5/5/09 (last business day prior to the shares vesting) is \$26.13.

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.