Dill Michael Ross Form 3 April 27, 2011

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement CIRCOR INTERNATIONAL INC [CIR] **Â** Dill Michael Ross (Month/Day/Year) 04/25/2011 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O CIRCOR (Check all applicable) INTERNATIONAL, INC., Â 25 CORPORATE DRIVE 10% Owner Director (Street) _X__ Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Group Vice President _X_ Form filed by One Reporting Person BURLINGTON, MAÂ 01803 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 1. Title of Security 2. Amount of Securities 3. 4. Nature of Indirect Beneficial Beneficially Owned (Instr. 4) Ownership Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock (4) 391 (4) D Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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 Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Date Exercisable and Expiration		4.	5.	6. Nature of
Security	Date	Securities Underlying	Conversion	Ownership	Indirect Beneficial
(Instr. 4)	(Month/Day/Year)	Derivative Security	or Exercise	Form of	Ownership
		(Instr. 4)	Price of	Derivative	(Instr. 5)
			Derivative	Security:	

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units (1)	03/01/2013(1)	03/01/2013(1)	Common Stock	33 (1)	\$ <u>(1)</u>	D	Â
Restricted Stock Units (2)	(2)	(2)	Common Stock	1,596	\$ <u>(2)</u>	D	Â
Restricted Stock Units (3)	(3)	(3)	Common Stock (3)	1,185 (3)	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dill Michael Ross				
C/O CIRCOR INTERNATIONAL, INC.	Â	â	Group Vice President	â
25 CORPORATE DRIVE	А	А	A Group vice Fresident	A
BURLINGTON, MA 01803				

Signatures

Alan J. Glass, attorney-in-fact 04/27/2011

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) reported herein were granted to the reporting person under the issuer's Management Stock Purchase Program (MSPP). Under the MSPP, participants may elect in advance to defer a percentage of such participant's bonus into the receipt of
- (1) RSUs at a 33% discount from the market price of the issuer's common stock on the date of award. These RSUs cliff vest after 3 years from the date of award and convert into shares of common stock on a 1 for 1 basis. The fair market price of the issuer's stock on the date of award was \$30.91.
- The Restricted Stock Units (RSUs) granted herein are in connection with the Company's long-term incentive plan. The RSUs reported herein represent the remaining unvested 3/4 of the original grant of 2,128 RSUs. The original award vests in 4 equal installments on September 3, 2010, August 3, 2011, August 3, 2012, August 3, 2013 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Market price at time of grant \$23.50
- The Restricted Stock Units (RSUs) granted herein are in connection with the Company's long-term incentive plan. The RSUs reported herein represent the original grant of 1,185 RSUs. The original award vests in 3 equal installments on March 28, 2012, February 28, 2013 and February 28, 2014 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Market price at time of grant \$39.00.
- 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 08/03/2009. On that date the fair market value of a share of the issuer's stock was \$23.50. The RSUs vest in equal portions over a 4 year period and are received by the reporting person upon vesting unless the reporting person has previously elected a longer deferral period. This report reflects the vesting of the first one-fourth of these RSUs, the acquisition by the reporting person of the underlying shares and the withholding by the issuer of sufficient shares to pay income taxes required to be withheld from the reporting person.

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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