

BLOSS DAVID A SR
Form 4
September 08, 2005

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 *
BLOSS DAVID A SR

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)
09/06/2005

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

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE, SUITE 130

(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 Indirect Beneficial Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-----------------------|------------------|
| | | | Code | V | Amount or Price | | | | |
| Common Stock ⁽¹⁾ | 09/06/2005 | | M ⁽¹⁾ | | 12,285 ⁽¹⁾ | A | \$ 8.37 | 37,740 ⁽⁴⁾ | D ⁽⁴⁾ |
| Common Stock ⁽¹⁾ | 09/06/2005 | | S ⁽¹⁾ | | 12,285 ⁽¹⁾ | D | \$ 27.5 | 25,455 ⁽⁴⁾ | D ⁽⁴⁾ |
| Common Stock ⁽⁵⁾ | 09/06/2005 | | M | | 21,000 | A | \$ 7.5 | 46,455 ⁽⁶⁾ | D |
| Common Stock ⁽⁵⁾ | 09/06/2005 | | S | | 21,000 | D | \$ 27.0003 | 25,455 ⁽⁶⁾ | D |
| | 09/07/2005 | | M ⁽¹⁾ | | 100 ⁽¹⁾ | A | \$ 8.37 | 25,555 ⁽⁴⁾ | D ⁽⁴⁾ |

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Common
Stock (5)

Common
Stock (5) 09/07/2005 S⁽¹⁾ 100 (1) D \$ 27.55 25,455 (4) D (4)

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.

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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Stock Option Right to Buy | \$ 8.37 | 09/06/2005 | | M ⁽¹⁾ | 12,285 | <u>(1)</u> 08/05/2006 ⁽¹⁾ | Common Stock | 12,285 |
| Stock Option Right To Buy | \$ 7.5 | 09/06/2005 | | M | 21,000 | 08/02/2005 08/02/2010 | Common Stock | 21,000 |
| Stock Option Right To Buy | \$ 8.37 | 09/07/2005 | | M ⁽¹⁾ | 100 | <u>(1)</u> 08/02/2006 ⁽¹⁾ | Common Stock | 100 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BLOSS DAVID A SR C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, SUITE 130 BURLINGTON, MA 01803 | X | | Chairman, President & CEO | |

Signatures

Stephen J. Carriere, 09/08/2005
 Attorney-in-Fact

**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) The stock options exercised herein reflect the cashless exercise of certain options scheduled to expire on August 5, 2006. In connection with the October 1999 spin-off of CIRCOR from Watts Industries, 87,989 options were granted to the reporting person on 10/18/99 as replacement options for options previously granted to the reporting person by Watts on 8/5/1996. Sixty percent of the options were vested as of the 10/18/99 replacement date, with the remaining options vesting at 20% on each successive anniversary date of 10/18/2000 and 10/18/2001. The transactions for the 12,285 and 500 options exercised and reported on this Form 4 are a portion of remaining 44,085 options outstanding.
 - (2) Upon exercise, the underlying options convert into shares of the issuer's common stock on a one-for-one basis.
 As reported in Form 5 filed February 12, 2002 with respect to the year ended December 31, 2001, the reporting person, with the approval of the Compensation Committee of the issuer's Board of Directors, on December 10, 2001, transferred a total of 112,521 stock options into three trusts for the benefit of the reporting person's three adult children. Because the reporting person's spouse is a trustee under each of these trusts, the reporting person may be deemed to have an indirect beneficial interest in these options with continuing Section 16 reporting obligations. The transfer of options to the three trusts included each of the remaining aggregate 44,085 outstanding stock options, for which the cashless exercise of 12,285 and 500 of these 44,085 are reported in this Form 4.
 - (4) Prior to the transactions reported herein, the reporting person held 24,955 shares of the issuer's common stock directly and an additional 500 shares indirectly in his spouse's name. As noted in footnote 3, the acquisition and subsequent disposition of additional shares reported herein reflects the cashless exercise of stock options which are scheduled to expire August 5, 2006 and which are held indirectly in three trusts established for the benefit of the reporting person's three adult children. As a result, the net result, after consummation in these transactions, is that the reporting person continues to hold 24,955 shares directly and an additional 500 shares indirectly in his spouse's name.
 - (5) The transaction reported herein reflects the cashless exercise of the reporting person of stock options previously granted to the reporting person by the issuer.
 - (6) Prior to the transactions reported herein, the reporting person held 24,955 shares of the issuer's common stock directly and an additional 500 shares indirectly in his spouse's name. After consumption of these transactions, the reporting person continues to hold 24,955 shares directly and an additional 500 shares indirectly in his spouse's name.

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.