

Linton David J  
 Form 4  
 November 20, 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 \*  
 Linton David J

2. Issuer Name and Ticker or Trading Symbol  
 CURTISS WRIGHT CORP [CW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)  
 11/18/2009

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
 Co-Chief Operating Officer

(Street)  
 PARSIPPANY, NJ 07054

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

(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)
Common Stock				(A) or (D) Price	38,989.596	D	

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

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Linton David J - Form 4

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 Security (Instr. 3 and 4)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Option to Purchase Common Stock	\$ 30.9 <u>(1)</u>	11/18/2009		A	32,151	11/18/2010 <u>(2)</u>	11/18/2019			Common Stock	32,151
Restricted Stock Unit	\$ 30.9 <u>(1)</u>	11/18/2009		A	9,559	11/18/2012 <u>(4)</u>	11/18/2019			Common Stock	9,559

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Linton David J C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054			Co-Chief Operating Officer	

## Signatures

Paul J. Ferdenzi by Power of Attorney for David J. Linton	11/20/2009
**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) Price is based on the closing price as reported by the New York Stock Exchange for the Corporation's Common Stock as of November 17, 2009.
- (2) Up to 1/3 of the shares covered by the option vest on 11/18/10, vesting increases to 2/3 of such shares on 11/18/11 and increasing to all shares on 11/18/12.
- (3) No price on the date of issue, option having been granted as an employee benefit transaction. The option has a value of \$9.19 per share using the Black-Scholes option-pricing model.
- (4) These units are restricted for a period of three years and are subject to forfeiture if the Officer should leave the employ of the Company.

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.