

SMITH KENNETH WALTER
 Form 4
 February 14, 2008

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 *
 SMITH KENNETH WALTER

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)
 C/O CIRCOR INTERNATIONAL,
 INC., 25 CORPORATE DRIVE,
 STE 130
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/13/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Sr. VP, CFO, & Treasurer

BURLINGTON, MA 01803
 (City) (State) (Zip)

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

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	(D)	Price
COMMON STOCK	02/13/2008		M ⁽¹⁾		2,011	A	\$ 12.17
COMMON STOCK	02/13/2008		F ⁽¹⁾		811	D	\$ 42.2 ⁽²⁾

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

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 (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)
RESTRICTED STOCK UNITS (RSU)	\$ 12.17 ⁽¹⁾	02/13/2008		M ⁽¹⁾	2,011	02/13/2008 ⁽¹⁾	COMMON STOCK 2,011

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SMITH KENNETH WALTER
C/O CIRCOR INTERNATIONAL, INC.
25 CORPORATE DRIVE, STE 130
BURLINGTON, MA 01803

Sr. VP, CFO, & Treasurer

Signatures

Alan J. Glass,
Attorney-in-fact 02/13/2008

 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) Shares acquired pursuant to conversion of Restricted Stock Units (RSU) on a one-for-one basis. RSU issued pursuant to issuer's Management Stock Purchase Plan under which an executive may make an advance election to receive RSU in lieu of specified % or dollar amount of annual incentive cash bonus under bonus plan application to the executive. RSU are issued in whole units on the basis of a 33% discount from fair market value (FMV) of the issuer's common stock on the date the underlying bonus is determined (\$12.17 in this instance) and generally vest 3 years from the date of the grant, at which time they convert into shares of common stock unless executive has previously elected a longer deferral period. The executive elected a five year deferral period. Transactions reported herein reflect the conversion of RSU into shares and a withholding of sufficient shares to pay applicable taxes. Acquisition price is based on a 33% discount of FMV of issuer's stock on grant date.

(2) Fair market value of shares, based on the closing price of the issuer's stock on February 12, 2008 (last business day before the shares vested) is 42.20

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.