

Higgins Andrew William  
 Form 4  
 March 03, 2010

**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 \*  
 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)  
 03/01/2010

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	03/01/2010		M	1,646 (3)	A \$ 45.55 (3)	39,228	D
Common Stock	03/01/2010		F	523	D \$ 30.91	38,705	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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	(1)	03/01/2010		A	15,924	(1) (1)	Common Stock 15,924
Stock Option Right to Buy	\$ 30.91	03/01/2010		A	11,554	(2) 03/01/2020	Common Stock 11,554
Restricted Stock Units	(3)	03/01/2010		M	1,646	(3) (3)	Common Stock 1,646

## 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 03/03/2010

\*\*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 Restricted Stock Units (RSUs) granted herein are in connection with the Company's grant of long-term incentive awards for the 2010 Fiscal Year. These RSUs, which represent 75% of the long-term incentive awarded to the executive, vest in three equal installments on April 1, 2011, March 1, 2012 and March 1, 2013 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period.
- (2) The options vest 100% on 3/1/2013. The options convert into shares of common stock on a one-for-one basis.
- (3) The Restricted Stock Units (RSUs), the conversion of which are reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 3/1/08. On that date the fair market value (FMV) of a share of the issuer's stock was \$45.55. The RSU grant vests in equal portions over a five (5) year period, and are received by the Reporting Person upon vesting, on a

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one-for-one basis unless the Reporting Person has previously chosen a longer deferral period. This report reflects the second vesting from the original grant and the acquisition by the Reporting Person of the underlying shares minus sufficient shares withheld by the issuer at the request of the Reporting Person as necessary to pay applicable income taxes. The FMV of the shares, based on the closing price of the issuer's stock on 2/25/10 (last business day before the shares vested) is \$30.91.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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