

CIRCOR INTERNATIONAL INC  
 Form 4  
 February 24, 2015

**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 \*  
 HAYES DOUGLAS M

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)  
 30 CORPORATE DR., SUITE 200  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/23/2015

\_\_\_\_ Director  
 \_\_\_\_ Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)

BURLINGTON, MA 01803-4238  
 (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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                        | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Code  | V | (A) | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |
|-----------------------------------|------------------------------------|------------------|------------|---|-------|---|-----|-----|---------------------------|--------------------|-----------------|--|
| Restricted<br>Stock Unit<br>(MSP) | \$ 0                               | 02/23/2015       | 02/23/2015 | A   | 1,440 |   |     |     | 02/23/2018 <sup>(1)</sup> | 02/23/2025         | Common<br>Stock | 1,440                                  |
| Restricted<br>Stock Unit          | \$ 0                               | 02/23/2015       | 02/23/2015 | A   | 1,640 |   |     |     | 03/23/2016 <sup>(2)</sup> | 02/23/2025         | Common<br>Stock | 1,640                                  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| HAYES DOUGLAS M<br>30 CORPORATE DR.<br>SUITE 200<br>BURLINGTON, MA 01803-4238 |               |           |         |       |

## Signatures

/s/ Alan J. Glass,  
attorney-in-fact

02/24/2015

\*\*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) This Restricted Stock Units (RSUs) grant is issued pursuant to a provision of the issuer Management Stock Purchase Plan (MSPP) whereby certain directors may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of that directors annual retainer. The RSUs are issued in whole units at a 33% discount from fair market value of the issuers common stock generally on the date the underlying retainer is determined and generally vest 3 years from the date of the grant, at which time the RSUs convert into shares of common stock on a one-for-one basis unless the director previously elected a longer deferral period. The Reporting Person has elected in advance to receive RSUs in lieu of his entire annual director retainer fee of \$50,000 for 2015.

(2) The grant of Restricted Stock Units (RSUs), reported herein, entitles the Reporting Person to receive shares of the issuer common stock either (i) at the end of a 13 month vesting period or (ii) upon the conclusion of such longer deferral period as the Reporting Person may elect in advance. In either occurrence, (i) or (ii), the RSUs automatically convert into shares of common stock on a one-for-one basis at no conversion cost to 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.

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