

HAYES DOUGLAS M  
Form 4  
March 02, 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 \*  
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)  
  
C/O CIRCOR INTERNATIONAL INC., 25 CORPORATE DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/26/2010

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

BURLINGTON, MA 01803

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | Code V Amount (A) or (D) Price                                    |   |  |                                   |
| Common Stock                    | 02/26/2010                           |  | M                              | 1,380 A 24.27   | 10,590  | D  |                                   |
|                                 |                                      |  |                                |   | <u>(1)</u>  |  |                                   |

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)**

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| 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) | 8. Pr Deriv Secur (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|
| Restricted Stock Unit                      | (1)  | 02/26/2010                           |  | M                              | 1,380   | (1) (1)  | Common Stock  | 1,380                              |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| HAYES DOUGLAS M<br>C/O CIRCOR INTERNATIONAL INC.<br>25 CORPORATE DRIVE<br>BURLINGTON, MA 01803 |               | X         |         |       |

## Signatures

/s/ Alan J. Glass                      03/02/2010

\_\_Signature of                      Date  
Reporting Person

## 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), the conversion of which are reported herein, were issued to the Reporting Person pursuant to issuer's Management Stock Purchase Plan (MSPP) on 2/26/07. On that date the fair market value (FMV) of a share of issuer's common stock was \$36.21. RSUs are issued in whole units on the basis of a 33% discount from FMV of issuer's common stock on the date the underlying bonus is determined (\$24.27 in this case) and generally vest 3 years from date of grant, at which time they convert into shares of common stock unless the executive has previously selected a longer deferral period. Acquisition price reflects the 33% discount to FMV of issuer's stock on grant date.

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.