

CURTISS WRIGHT CORP
Form 4
October 13, 2016

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 *
Adams David Charles

(Last) (First) (Middle)

C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/13/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/12/2016		M ⁽¹⁾		53,130	A	\$ 87.26 <u>(2)</u>
Common Stock	10/13/2016		S ⁽³⁾		25,655	D	\$ 86.26 <u>(4)</u>

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

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number.

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 Unit	\$ 39.26 (5)	10/12/2016		M	53,130	10/12/2016 10/12/2016	Common Stock 53,130

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Adams David Charles C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054	X		Chairman & CEO	

Signatures

Paul J. Ferdenzi by Power of Attorney for David Adams 10/13/2016

__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).

- These shares were acquired through the vesting of two special retention restricted stock unit grants under the Company's 2005 Long Term Incentive Plan. The first award for 31,948 time-based restricted stock units was granted on September 26, 2006, and the second award was for 21,182 time-based restricted stock units was granted on September 24, 2007. Both awards cliff-vested on October 12, 2016.
- (1) Incentive Plan. The first award for 31,948 time-based restricted stock units was granted on September 26, 2006, and the second award was for 21,182 time-based restricted stock units was granted on September 24, 2007. Both awards cliff-vested on October 12, 2016.
 - (2) Based on October 12, 2016 closing price on the New York Stock Exchange for Curtiss-Wright Common Stock, the date the restricted stock units vested.
 - (3) Shares were sold in compliance with the Company's share ownership guidelines whereby the executive may sell a portion of his vesting award to cover any tax obligations associated with the vesting of the award. The Reporting Person is and remains in compliance with the share ownership guidelines.
 - (4) Weighted average selling price of shares sold on October 13, 2016.
 - (5) Reporting person received two separate special time-based restricted stock unit awards, each worth \$1,000,000.00 at the time of the grant. Price reflects the weighted average price of the share units granted on September 26, 2006 and September 24, 2007.
 - (6) No price on the date of issue, stock unit award having been granted as an employee benefit transaction.

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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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