Celtruda Christopher R
Form 4
March 01, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Celtruda Christopher R

(Last) (First) (Middle)

25 CORPORATE DRIVE

(Street)

BURLINGTON, MA 01803

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
CIRCOR INTERNATIONAL INC [CIR]

3. Date of Earliest Transaction (Month/Day/Year)
02/26/2011

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Group VP

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	02/26/2011		M		1,288	A	(1)	7,581	D	
Common Stock	02/26/2011		M		1,168	A	(2)	8,749	D	
Common Stock	02/26/2011		M		576	A	(2)	9,325	D	
Common Stock	02/26/2011		F		454	D	(1)	8,871	D	
Common Stock	02/26/2011		F		346	D	(2)	8,525	D	

Common Stock	02/26/2011		F	198	D	(2)	8,327	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 Underlying Securitie (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun or Numbe of Shares
Management Stock Purchase	(2)	02/26/2011		M			1,168	02/26/2011	02/27/2011	Common Stock	1,168
Management Stock Purchase	(2)	02/26/2011		M			576	02/26/2011	02/27/2011	Common Stock	576
Restricted Stock Units	(1)	02/26/2011		M			1,288	03/26/2008	03/27/2011	Common Stock	1,288

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Celtruda Christopher R 25 CORPORATE DRIVE BURLINGTON, MA 01803			Group VP	

Signatures

/s/ Celtuda, Christopher	03/01/2011
**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), 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 2/26/07 utilizing a fair market value (FMV) of a share of the issuer?s stock of $36.23.? The RSU grant vests in equal portions over a six year period, and are received by the Reporting Person upon vesting, on a one-for-one basis unless the Reporting Person has previously chosen a longer deferral period.? This report reflects the vesting of one-sixth portion of the original RSU grant and the acquisition by the Reporting Person of the common stock underlying the RSUs minus sufficient shares withheld by the issuer at the request of the Reporting Person as necessary to pay applicable income taxes.?

(2) 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 2/26/08 utilizing a fair market value (FMV) of a share of issuer?s common stock of $48.66.? RSUs are issued in whole units on the basis of a 33% discount from FMV of the issuer?s common stock on the date the underlying bonus is determined ($32.60 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.? This report reflects the acquisition by the Reporting Person of the common stock underlying the RSUs.

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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