

SMITH KENNETH WALTER  
 Form 4  
 February 14, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
 OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
 SMITH KENNETH WALTER

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)  
 02/13/2008

\_\_\_\_ Director  
 Officer (give title below)  
 \_\_\_\_ 10% Owner  
 \_\_\_\_ Other (specify below)  
 Sr. VP, CFO, & Treasurer

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE, STE 130

(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  | (D)  | Price                             |
| COMMON STOCK                    | 02/13/2008                           |  | M <sup>(1)</sup>               |   | 2,011   | A  | \$ 12.17                          |
| COMMON STOCK                    | 02/13/2008                           |  | F <sup>(1)</sup>               |   | 811   | D  | \$ 42.2 <sup>(2)</sup>            |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
 (9-02)

Edgar Filing: SMITH KENNETH WALTER - Form 4

**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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| RESTRICTED STOCK UNITS (RSU)               | \$ 12.17 <sup>(1)</sup>                                | 02/13/2008                           |  | M <sup>(1)</sup>               | 2,011   | 02/13/2008 <sup>(1)</sup>                                | COMMON STOCK  | 2,011                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| SMITH KENNETH WALTER<br>C/O CIRCOR INTERNATIONAL, INC.<br>25 CORPORATE DRIVE, STE 130<br>BURLINGTON, MA 01803 |               |           | Sr. VP, CFO, & Treasurer |       |

## Signatures

Alan J. Glass,  
Attorney-in-fact

02/13/2008

        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) Shares acquired pursuant to conversion of Restricted Stock Units (RSU) on a one-for-one basis. RSU issued pursuant to issuer's Management Stock Purchase Plan under which an executive may make an advance election to receive RSU in lieu of specified % or dollar amount of annual incentive cash bonus under bonus plan application to the executive. RSU are issued in whole units on the basis of a 33% discount from fair market value (FMV) of the issuer's common stock on the date the underlying bonus is determined (\$12.17 in this instance) and generally vest 3 years from the date of the grant, at which time they convert into shares of common stock unless executive has previously elected a longer deferral period. The executive elected a five year deferral period. Transactions reported herein reflect the conversion of RSU into shares and a withholding of sufficient shares to pay applicable taxes. Acquisition price is based on a 33% discount of FMV of issuer's stock on grant date.

(2) Fair market value of shares, based on the closing price of the issuer's stock on February 12, 2008 (last business day before the shares vested) is 42.20

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.