

Linton David J
 Form 4
 November 17, 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 *
 Linton David J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
 11/15/2010

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Co-Chief Operating Officer

(Street)
 PARSIPPANY, NJ 07054

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Commons Stock | | | | (A) or Code V Amount (D) Price | 42,039.8599 | 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)

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Option to Purchase Common Stock | \$ 29.88 ⁽¹⁾ | 11/15/2010 | | A | 36,063 | 11/15/2011 ⁽²⁾ 11/15/2020 | Common Stock | 36,063 |
| Restricted Stock Unit | \$ 29.88 ⁽¹⁾ | 11/15/2010 | | A | 10,280 | 11/15/2013 ⁽⁴⁾ 11/15/2013 | Common Stock | 10,280 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Linton David J C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054 | | | Co-Chief Operating Officer | |

Signatures

Paul J. Ferdenzi by Power of Attorney for David J. Linton 11/17/2010

**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) Price is based on the closing price as reported by the New York Stock Exchange for the Corporation's Common Stock as of November 15, 2010.
- (2) Up to 1/3 of the shares covered by the option vest on 11/15/11, vesting increases to 2/3 of such shares on 11/15/12 and increasing to all shares on 11/15/13.
- (3) No price on the date of issue, option having been granted as an employee benefit transaction. The each option to purchase a share has a value of \$8.52 per share using the Black-Scholes option-pricing model.
- (4) These units are restricted for a period of three years and are subject to forfeiture if the Officer should leave the employ of the Company.

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.