

CURTISS WRIGHT CORP
 Form 5
 February 18, 2015

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
SMITH ALBERT E
 (Last) (First) (Middle)

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

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

C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
02/17/2015

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

PARSIPPANY, NJ 07054
 (City) (State) (Zip)

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

6. Individual or Joint/Group Reporting
 (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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock	12/06/2014 ⁽¹⁾	Â	J ⁽²⁾	84.14 A	\$ 66.04 ⁽³⁾	17,762.31 D	Â
Common Stock	02/17/2015	Â	A4 ⁽⁵⁾	1,309 ⁽⁶⁾ A	\$ 68.79 ⁽⁴⁾	19,155.45 D	Â

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Amount or Number of Shares
					(A) (D)	Date Exercisable	Expiration Date	Title	Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SMITH ALBERT E C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054	Â X	Â	Â	Â

Signatures

Paul J. Ferdenzi by Power of Attorney for Albert E. Smith 02/18/2015

**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) Date of last dividend reinvestment purchase during 2013. This report also reports nominal purchases on March 25, 2014, June 24, 2014, October 1, 2014, and November 24, 2014.
 - (2) Exempt acquisition through dividend reinvestment plan
 - (3) Price reflects the weighted average price of the shares purchased through dividend reinvestment plans.
 - (4) Price is based on the closing price on of the Issuers securities as reported on the New York Stock Exchange for February 10, 2015, the date the award was approved by the Issuer's Board of Directors
 - (5) Shares were issued pursuant to the Company's 2014 Omnibus Incentive Compensation Plan in which non-employee directors receive an annual grant of restricted stock for service on the board. The restrictions on these shares lapse upon the shorter of (a) three years from the date of grant or (b) until such time as the service of the recipient as a Non-employee Director of the Company shall have ended by reason of his or her (i) death or disability or (ii) failure to be reelected.

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- (6) The number of shares is arrived by dividing the closing price of the Issuer's securities on February 10, 2015 into \$90,000, the amount of the stock award granted to the Issuer's non-employee directors.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.