

HAYES DOUGLAS M  
Form 4  
March 04, 2009

**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 \*  
HAYES DOUGLAS M

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)  
03/02/2009

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

C/O CIRCOR INTERNATIONAL  
INC, 25 CORPORATE DRIVE

(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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of Derivative	5. Number	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Pr
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)		
			Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	03/02/2009	A		(1)	(1)	Common Stock	2,250
Restricted Stock Units	(2)	03/02/2009	A		(2)	(2)	Common Stock	2,686

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAYES DOUGLAS M C/O CIRCOR INTERNATIONAL INC 25 CORPORATE DRIVE BURLINGTON, MA 01803	X			

## Signatures

/s/ Alan J. Glass  
attorney-in-fact

03/02/2009

\_\_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 grant of Restricted Stock Units (RSUs), reported herein, entitles the Reporting Person to receive shares of the issuer common stock in equal installments of one-third of the original RSU grant on either the later of (i) vesting of the grant or a portion thereof each year which as reported herein is 4/3/2010, 3/2/2011 and 3/2/2012 or (ii) upon the conclusion of such longer deferral period as the Reporting Person may elect in advance. In either occurrence, (i) or (ii), the RSUs automatically convert into shares of common stock on a 1-for-1 basis at no conversion cost to the Reporting Person.

(2) This Restricted Stock Units (RSUs) grant is issued pursuant to a provision of the issuer Management Stock Purchase Plan (MSPP) whereby certain directors may make an advance election to receive RSUs in lieu of a specified % or dollar amount of that directors annual retainer. RSUs are issued in whole units at a 33% discount from fair market value of the issuers common stock generally on the date the underlying retainer is determined and generally vest 3 years from the date fo the award, at which time the RSUs convert into shares of common stock on a 1-for-1 basis unless the director previously elected a longer deferral period. The Reporting Person has elected in advance to receive RSUs in lieu of his entire annual director retainer fee \$40,000 for 2009.

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.