

Higgins Andrew William  
 Form 4  
 March 06, 2012

**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 \*  
 Higgins Andrew William

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)  
 25 CORPORATE DR., SUITE 130  
 (Street)

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 03/02/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Chairman, President & CEO

BURLINGTON, MA 01803-4238  
 (City) (State) (Zip)

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

**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	(A) or (D)	Price
Common Stock	03/02/2012		M		31,174	A	102,389
Common Stock	03/02/2012		F		12,012	D	90,377
Common Stock	03/02/2012		M		15,354	A	105,731
Common Stock	03/02/2012		F		4,868	D	100,863
Common Stock	03/02/2012		M		5,536	A	106,399

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Common Stock	03/02/2012	F	1,755	D	(2)	104,644	D
Common Stock	03/02/2012	M	1,575	A	(2)	106,219	D
Common Stock	03/02/2012	F	657	D	(2)	105,562	D

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)	
					V	(A)	(D)	Date Exercisable	Expiration Date		Title
Restricted Stock Units	(1)	03/02/2012		M		31,174		03/02/2012	03/02/2019	Common Stock	31,174
Restricted Stock Units	(1)	03/02/2012		M		15,354		03/02/2012	03/02/2019	Common Stock	15,354
Restricted Stock Units	(2)	03/02/2012		M		5,536		03/02/2012	03/02/2019	Common Stock	5,536
Restricted Stock Units	(2)	03/02/2012		M		1,575		03/02/2012	03/02/2019	Common Stock	1,575

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Higgins Andrew William 25 CORPORATE DR.	X		Chairman, President & CEO	

SUITE 130  
BURLINGTON, MA 01803-4238

## Signatures

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

03/06/2012

\_\_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).

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 3/02/09 utilizing a fair market value (FMV) of a share of issuer's common stock of \$22.23. 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 (\$14.89 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 minus sufficient shares withheld by the issuer at the request of the Reporting Person as necessary to pay applicable income taxes.

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 3/02/09 utilizing a fair market value (FMV) of a share of the issuer's stock of \$22.23. The RSU grant vests in equal portions over a four 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 a one-fourth portion of the original RSU grant and the acquisition by the Reporting Person of the common stock underlying the RSU minus sufficient shares withheld by the issuer at the request of the Reporting Person as necessary to pay applicable income taxes.

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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