

CIRCOR INTERNATIONAL INC
 Form 4
 September 20, 2007

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 *
 GLASS ALAN J

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)
 09/18/2007

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 VP, GENERAL COUNSEL & SECRETARY

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount or (D) Price | | | |
| COMMON STOCK | 09/18/2007 | | M ⁽¹⁾⁽⁸⁾ | 1,600 A \$ 13.938 | 5,726 | D | |
| COMMON STOCK | 09/18/2007 | | S ⁽¹⁾⁽⁸⁾ | 1,600 D \$ 45 | 4,126 | D | |
| COMMON STOCK | 09/18/2007 | | M ⁽²⁾⁽⁸⁾ | 3,200 A \$ 7.5 | 7,326 | D | |
| COMMON STOCK | 09/18/2007 | | S ⁽²⁾⁽⁸⁾ | 3,200 D \$ 45 | 4,126 | D | |
| | 09/18/2007 | | M ⁽³⁾⁽⁸⁾ | 4,800 A \$ 16.32 | 8,926 | D | |

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| | | | | | | | | |
|--------------|------------|--|----------------|-------|---|---------|-------|---|
| COMMON STOCK | | | | | | | | |
| COMMON STOCK | 09/18/2007 | | <u>S(3)(8)</u> | 4,800 | D | \$ 45 | 4,126 | D |
| COMMON STOCK | 09/18/2007 | | <u>M(4)(8)</u> | 4,800 | A | \$ 13.9 | 8,926 | D |
| COMMON STOCK | 09/18/2007 | | <u>S(4)(8)</u> | 4,800 | D | \$ 45 | 4,126 | D |
| COMMON STOCK | 09/18/2007 | | <u>M(5)(8)</u> | 1,500 | A | \$ 23.8 | 5,626 | D |
| COMMON STOCK | 09/18/2007 | | <u>S(5)(8)</u> | 1,500 | D | \$ 45 | 4,126 | D |
| COMMON STOCK | 09/18/2007 | | <u>M(6)(8)</u> | 1,320 | A | \$ 24.9 | 5,446 | D |
| COMMON STOCK | 09/18/2007 | | <u>S(6)(8)</u> | 1,320 | D | \$ 45 | 4,126 | D |

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 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 | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|-------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| STOCK OPTION - RIGHT TO BUY | \$ 13.938 | 09/18/2007 | | <u>M(1)(8)</u> | 1,600 | <u>(1)(7)</u> | 02/21/2010 | COMMON STOCK | 1,600 |
| STOCK OPTION - RIGHT TO BUY | \$ 7.5 | 09/18/2007 | | <u>M(2)(8)</u> | 3,200 | <u>(2)(7)</u> | 08/02/2010 | COMMON STOCK | 3,200 |

| | | | | | | | | |
|--------------------------------------|----------|------------|---------------------|-------|-------------------|------------|-----------------|-------|
| STOCK OPTION - RIGHT TO BUY | \$ 16.32 | 09/18/2007 | M ⁽³⁾⁽⁸⁾ | 4,800 | ⁽³⁾ | 10/29/2011 | COMMON STOCK | 4,800 |
| STOCK OPTION - RIGHT TO BUY | \$ 13.9 | 09/18/2007 | M ⁽⁴⁾⁽⁸⁾ | 4,800 | ⁽⁴⁾⁽⁷⁾ | 10/23/2012 | COMMON STOCK | 4,800 |
| STOCK OPTION - RIGHT TO BUY | \$ 23.8 | 09/18/2007 | M ⁽⁵⁾⁽⁸⁾ | 1,500 | ⁽⁵⁾⁽⁷⁾ | 01/06/2014 | COMMON STOCK | 1,500 |
| STOCK OPTION - RIGHT TO BUY | \$ 24.9 | 09/18/2007 | M ⁽⁶⁾⁽⁸⁾ | 1,320 | ⁽⁶⁾⁽⁷⁾ | 02/18/2015 | COMMON STOCK | 1,320 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| GLASS ALAN J C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, STE. 130 BURLINGTON, MA 01803 | | | VP, GENERAL COUNSEL & SECRETARY | |

Signatures

Alan J. Glass 09/20/2007

**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 stock options exercised herein reflect the cashless exercise of a portion of the grant of 8,000 options by the issuer to the reporting person on 02/21/2000 and scheduled to expire on 02/21/2010.
 - (2) The stock options exercised herein reflect the cashless exercise of a portion of the grant of 8,000 options by the issuer to the reporting person on 8/2/2000 and scheduled to expire on 8/2/2010.

The stock options exercised herein reflect the cashless exercise of a portion of the grant of 6,000 options by the issuer to the reporting person on 10/29/2001 and scheduled to expire on 10/29/2011. These are performance-based stock options which vest 20% per year with the first 20% vesting on 12/05/2003 (the actual trigger date) and the subsequent 20% tranches vesting on 12/05 of each year thereafter through 12/05/2007. These options convert into shares of common stock on a one-for-one basis upon exercise.
 - (3) The stock options exercised herein reflect the cashless exercise of a portion of the grant of 6,000 options by the issuer to the reporting person on 10/23/2002 and scheduled to expire on 10/23/2012.
 - (4) The stock options exercised herein reflect the cashless exercise of a portion of the grant of 2,500 options by the issuer to the reporting person on 01/06/2004 and scheduled to expire on 01/06/2014.
 - (5)

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- (6) The stock options exercised herein reflect the cashless exercise of a portion of the grant of 3,300 options by the issuer to the reporting person on 02/18/2005 and scheduled to expire on 02/18/2015.
- (7) These options vest 20% per year over a 5-year period from the grant date and convert into shares of common stock on a one-for-one basis upon exercise.
- (8) The transactions reported herein are pursuant to a pre-programmed plan previously entered into by the reporting person and his broker pursuant to Rule 10b5-1.

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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