

CIRCOR INTERNATIONAL INC
 Form 4
 March 07, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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)
 30 CORPORATE DR., SUITE 200
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/04/2016

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 VP, General Counsel & Secretary

BURLINGTON, MA 01803-4238

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/04/2016	03/04/2016	M	592 A (1)	29,820	I	by Trust (2)
Common Stock	03/04/2016	03/04/2016	F	188 D (1)	29,632	I	by Trust (2)
Common Stock	03/04/2016	03/04/2016	M	1,959 A (3)	31,591	I	By Trust (2)
Common Stock	03/04/2016	03/04/2016	F	600 D (3)	30,991	I	By Trust (2)
Common Stock	03/04/2016	03/04/2016	M	1,598 A (4)	32,589	I	By Trust (2)

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Common Stock	03/04/2016	03/04/2016	F	604	D	(4)	31,985	I	by Trust (2)
Common Stock	03/04/2016		M	3,384	A	\$ 32.76	35,369	I	By Trust (2)
Common Stock	03/04/2016		S	3,384	D	\$ (5) 42.66	31,985	I	by Trust (2)

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	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/04/2016	03/04/2016	M		592		03/04/2016	03/04/2023	Common Stock	592
Management Stock Purchase	\$ 0	03/04/2016	03/04/2016	M		1,959		03/04/2016	03/04/2023	Common Stock	1,959
Stock Options	\$ 32.76	03/04/2016	03/04/2016	M		3,384		03/05/2013	03/05/2022	Common Stock	3,384

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GLASS ALAN J 30 CORPORATE DR. SUITE 200 BURLINGTON, MA 01803-4238			VP, General Counsel & Secretary	

Signatures

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

03/07/2016

__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 granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 3/4/2013 utilizing a fair market value (FMV) of a share of the issuers stock of \$42.12. The RSU grant vests in equal portions over a three year period, and are received by the Reporting Person upon vesting, on a one-for-one basis. This report reflects the final vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the underlying shares minus sufficient shares withheld to pay applicable income taxes.

(1) The shares reported as indirectly held by the reporting person are held in a revocable trust for which the reporting person and his spouse serve as both trustees and beneficiaries; as such, the total number of shares held indirectly also reflects the previous transfer of shares from the reporting person to such trust, a transaction which is exempt from the reporting requirements of Section 16 as such transaction had no effect on the reporting person's pecuniary interest in the underlying shares.

The Restricted Stock Units (RSUs), the conversion of which are reported herein, were issued to the Reporting Person pursuant to issuers Management Stock Purchase Plan (MSPP) on 3/4/2013 utilizing a fair market value (FMV) of a share of the issuers stock of \$42.12. RSUs are issued in whole units on the basis of a 33 percent discount from FMV of the issuers common stock on the date the underlying bonus is determined (\$28.22 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 elected a longer deferral period. Acquisition price reflects the 33% discount to FMV of issuers stock on grant date. This report reflects the acquisition by the Reporting Person of the common stock underlying the RSUs minus sufficient shares withheld to pay applicable income taxes.

(2) The shares issued herein to the Reporting Person by the issuer are the result of actual achievement against the metrics associated with a Performance Based RSU grant made by the issuer on 3/4/2013. These metrics consisted of targets for 2015 Return on Invested Capital and Adjusted Operating Margin with potential payouts ranging from 0% to 200%. This report reflects the acquisition of shares by the Reporting Person based on 90% achievement minus sufficient shares withheld to pay applicable income taxes.

(3) The reported price reflects an average price with a trading range of high of \$42.71 and a low of \$42.59. The reporting person will provide details regarding the sales to the issuer, the Securities and Exchange Commission or any shareholder upon request.

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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