

DENTON MICHAEL J
Form 4
April 03, 2013

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 *
DENTON MICHAEL J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and Secretary

(Street)
PARSIPPANY, NJ 07054

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/02/2013		A ⁽¹⁾	5,804 A \$ 34.7 ₍₂₎	32,361.74	D	
Common Stock	04/02/2013		S ⁽³⁾	2,794 D \$ 33.6757 ₍₄₎	29,567.74	D	
Common Stock	04/01/2013		M ⁽⁵⁾	516 A \$ 19.08 ₍₆₎	30,083.74	D	
Common Stock	04/01/2013		S	516 D \$ 34.73	29,567.74	D	

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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. Amount or Number of Shares
Option to Purchase Common Stock	\$ 19.08	04/01/2013		M	516	11/19/2004 11/19/2013	Common Stock	516

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENTON MICHAEL J C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054			Vice President and Secretary	

Signatures

Paul J. Ferdenzi by Power of Attorney for Michael J. Denton
Date: 04/03/2013

**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).

These shares were acquired through a performance share grant under the Company's 2005 Long Term Incentive Plan, whereby the

(1) executive received a predetermined number of shares of Curtiss-Wright Common Stock based on the Company's aggregated three year performance to its budget and its aggregated three year performance against the performance of its peer group.

(2)

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Based on April 1, 2013 closing price on the New York Stock Exchange for Curtiss-Wright Common Stock, the date on which the shares vested.

- Shares were sold in compliance with the Company's share ownership guidelines whereby the executive may sell one half of the vested
- (3) shares to pay individual income tax obligations associated with the vesting of the award. Reporting Person sold additional shares from prior grant to offset tax obligation from prior grant due to insufficient withholding.
 - (4) Weighted average selling price of shares sold on April 2, 2013
 - (5) Shares were acquired through the exercise of a stock option award made pursuant to the Company's Omnibus Long Term Incentive Plan. This exercise is made pursuant to 10b5-1 trading plan on file with filer's broker.
 - (6) The purchase price reflects the exercise price of an employee stock option awarded to employees under the Company's Omnibus Long Term Incentive Plan.
 - (7) There is no price associated with acquiring this derivative security since it was acquired pursuant to an employee benefit transaction under the Company's Omnibus Long Term Incentive Plan.

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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