

CIRCOR INTERNATIONAL INC
 Form 4
 February 20, 2008

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
BRADY JEROME D

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)
725 N. WEST TORCH LAKE DRIVE
 (Street)
KEWADIN, MI 49648
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
02/18/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price
COMMON STOCK	02/18/2008		M		500 ⁽¹⁾	A	\$ 24.9
COMMON STOCK	02/18/2008		M		1,648	A	\$ 16.68
					3,159 ⁽¹⁾	D	
					4,807	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)
RESTRICTED STOCK UNITS	<u>(1)</u>	02/18/2008		M	500	<u>(1)</u> <u>(1)</u>	COMMON STOCK 500
RESTRICTED STOCK UNITS	<u>(2)</u>	02/18/2008		M	1,648	<u>(2)</u> <u>(2)</u>	COMMON STOCK 1,648

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BRADY JEROME D 725 N. WEST TORCH LAKE DRIVE KEWADIN, MI 49648			X	

Signatures

Alan J. Glass, 02/20/2008
Attorney-in-Fact

**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 Restricted Stock Units (RSU), the conversion of which are reported herein, on a one-for-one basis, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on February 18, 2005. On that date the fair market value (FMV) of a share of the issuer's stock was \$24.90. The RSU grant vests in equal portions over a three (3) year period from the date of the award and are received by the Reporting Person upon vesting unless the Reporting Person has previously chosen a longer deferral period. This report reflects the vesting of the entire grant of RSU after a three year deferral period, and the acquisition by the Reporting Person of all underlying shares. The FMV of the shares, based on the closing price of the issuer's stock on February 15, 2008 (last business day before shares vest) is \$43.11.
- (2) The Restricted Stock Units (RSU), the conversion of which are reported herein, were issued to the Reporting person pursuant to issuer's Management Stock Purchase Plan (MSPP) on 2/18/05. On that date the fair market value (FMV) of a share of issuer's common stock was \$24.90. Under MSPP, directors may make an advance election to receive RSU in lieu of a specified % or dollar amount of director's annual retainer. RSU are issued in whole units on the basis of a 33% discount from FMV of the issuer's common stock on the date the

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underlying bonus is determined (\$16.68 in this case) and generally vest 3 years from date of grant, at which time they convert into shares of common stock unless the director has previously selected a longer deferral period. Acquisition price reflects the 33% discount to FMV of issuer's stock on grant date. The Reporting Person elected to receive these RSU in lieu of the entire annual director retainer fee of \$27,500 for 2005.

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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