

DIETZ DAVID F  
Form 4  
February 22, 2010

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DIETZ DAVID F

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)  
02/18/2010

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

(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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                   | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 02/18/2010                              |                                                             | M                                       |                                                                     | 500 <sup>(1)</sup>                                                                                                 | A                                                                    | \$<br>31.38<br><sup>(1)</sup>           |
| Common<br>Stock                       | 02/18/2010                              |                                                             | M <sup>(2)</sup>                        |                                                                     | 1,648                                                                                                              | A                                                                    | \$<br>16.61<br><sup>(2)</sup>           |
|                                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      | 26,531.92                               |
|                                       |                                         |                                                             |                                         |                                                                     |                                                                                                                    |                                                                      | 28,179.92                               |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

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**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                      |
| Restricted Stock Units                     | (1)                                                    | 02/18/2010                           |                                                    | M                              | 500                                                                                     | (1)                                                      | (1)                                                           | Common Stock 500           |
| Restricted Stock Units                     | (2)                                                    | 02/18/2010                           |                                                    | M                              | 1,648                                                                                   | 02/18/2010(2)                                            | (2)                                                           | Common Stock 1,648         |

## Reporting Owners

| Reporting Owner Name / Address | Relationships                    |
|--------------------------------|----------------------------------|
|                                | Director 10% Owner Officer Other |
| DIETZ DAVID F                  | X                                |

## Signatures

/s/ Alan J. Glass 02/22/2010

\*\*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 (RSUs), the conversion of which is reported herein, were granted to the Reporting Person by the issuer as part of an equity incentive grant made by the issuer on 02/18/05. On that date, the fair market value (FMV) of the issuers stock was \$24.90. The Reporting Person previously elected a deferred distribution after the vesting date of 2/18/08. The FMV of the shares, based on the closing price of the issuers stock on 2/17/10 (last day prior to the distribution of the shares), is \$31.38.
- (2) Restricted Stock Units (RSUs), the conversion of which are reported herein, were issued pursuant to the issuer's Management Stock Purchase Plan (MSPP). Under the MSPP, directors may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of the director's annual retainer. RSUs are issued in whole units only, on the basis of a 33% discount to the fair market value of the issuer's common stock on the date the underlying bonus is determined (\$16.61 in this case) or otherwise paid and generally vest three years after the date of the grant, at which time they are converted into shares of the issuer's Common Stock unless the director has previously elected a longer deferral period. This director selected a five-year deferral period. Acquisition price reflects a 33% discount to the fair market value of issuer's stock on grant date. The Reporting Person elected to receive these RSUs in lieu of 100% of

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his annual director's fee 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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