

CURTISS WRIGHT CORP
Form 4
March 10, 2014

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 *
DENTON MICHAEL J

(Last) (First) (Middle)

C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
03/07/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/07/2014		M		6,889	A	\$ 54 ⁽¹⁾
Common Stock	03/07/2014		M		5,379	A	\$ 36.73 ⁽¹⁾
Common Stock	03/07/2014		M		6,867	A	\$ 30.12 ⁽¹⁾
Common Stock	03/07/2014		S ⁽⁴⁾		19,135	D	\$ 66.248 ⁽³⁾
Common Stock	03/10/2014		M		9,791	A	\$ 30.12 ⁽¹⁾

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Common Stock	03/10/2014		M	16,264	A	\$ 30.9	51,492.6811	D
Common Stock	03/10/2014		M	1,145	A	\$ 29.88	52,637.6811	D
Common Stock	03/10/2014		<u>S</u> ⁽⁴⁾	27,200	D	\$ <u>65.2728</u> <u>(3)</u>	25,437.6811	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)
					V	(A) (D)	Date Exercisable	Expiration Date	
Option to Purchase Common Stock	\$ 54	03/07/2014		M		6,889	11/17/2008	11/17/2017	Common Stock 6,889
Option to Purchase Common Stock	\$ 36.73	03/07/2014		M		5,379	11/20/2007	11/20/2016	Common Stock 5,379
Option to Purchase Common Stock	\$ 30.12	03/07/2014		M		16,658	11/15/2009	11/15/2018	Common Stock 16,658
Option to Purchase Common Stock	\$ 30.9	03/10/2014		M		16,264	11/17/2010	11/17/2019	Common Stock 16,264
Option to Purchase Common Stock	\$ 29.88	03/10/2014		M		1,145	11/15/2011	11/15/2020	Common Stock 1,145

Stock

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			Former VP and Secretary	

Signatures

Paul J. Ferdenzi by Power of Attorney for Michael J. Denton	03/10/2014
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__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 purchase price reflects the exercise price of an employee stock option awarded to employees under the Company's Omnibus Long Term Incentive Plan.
- (2) 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.
- (3) The sales price reflects the daily weighted average price.
- (4) Reporting person is selling shares as a result of his retirement from the Company.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.