

CIRCOR INTERNATIONAL INC

Form 4

April 11, 2016

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 *
BUCKHOUT SCOTT A.

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

3. Date of Earliest Transaction
 (Month/Day/Year)
04/09/2016

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

President and CEO

(Street)

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

BURLINGTON, MA 01803-4238

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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	04/09/2016	04/09/2016	M		3,563	A <u>11</u>	8,394 D
Common Stock	04/09/2016	04/09/2016	F		1,157	D <u>11</u>	7,237 D
Common Stock	04/09/2016	04/09/2016	M		9,619	A <u>21</u>	16,856 D
Common Stock	04/09/2016	04/09/2016	F		3,119	D <u>21</u>	13,737 D

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	04/09/2016	04/09/2016	M	3,563	04/09/2016	04/09/2023	Common Stock	3,563

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BUCKHOUT SCOTT A.
30 CORPORATE DR.
SUITE 200
BURLINGTON, MA 01803-4238

President and CEO

Signatures

/s/ Rajeev Bhalla, ,
attorney-in-fact

04/11/2016

__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 4/9/2013 utilizing a fair market value (FMV) of a share of the issuers stock of \$41.17. 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.

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 4/9/2013. 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.

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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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