

CIRCOR INTERNATIONAL INC

Form 4

February 18, 2005

**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 \*  
COPPINGER PAUL M

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)

CIRCOR INTERNATIONAL,  
INC., 25 CORPORATE DRIVE

(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/18/2005

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Group Vice President

BURLINGTON, MA 01803

(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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			

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8

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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)		(Instr. 3 and 4)		S	
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option Right to Buy	\$ 24.9	02/18/2005	A		6,300		<u>(1)</u>	02/18/2015	Common Stock	6,300
Restricted Stock Units	<u>(3)</u>	02/18/2005	A		2,100		<u>(4)</u>	<u>(5)</u>	Common Stock	2,100
Restricted Stock Units	<u>(6)</u>	02/18/2005	A		1,198		<u>(6)</u>	<u>(6)</u>	Common Stock	1,198

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COPPINGER PAUL M CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803	Group Vice President

## Signatures

Alan J. Glass,  
Attorney-in-fact 02/18/2005

\*\*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 options vest 20% over a five-year period commencing on 2/18/2006.
- (2) The options convert into shares of common stock on a one-for-one basis.
- (3) The grant of restricted stock units reported herein entitles the reporting person to a receipt of shares of the issuer's common stock on the later of (i) vesting of the grant or portion thereof and (ii) such longer deferral period as the reporting person may have elected in advance.
- (4) The restricted stock units reported herein vest in equal installments of one-third over a three year period commencing with 2/18/2006.
- (5) As noted in footnotes 3 and 4, the restricted stock units vest over a three-year period and, subject to any longer deferral period elected by the reporting person, automatically convert into shares of common stock at no conversion cost to the reporting person.

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- Restricted stock units (RSUs) convert into shares of common stock on a one-for-one basis. These RSUs are issued pursuant to a provision under the issuer's Management Stock Purchase Plan pursuant to which certain executives may make an advance election to receive RSUs
- (6) in lieu of a specified percentage or dollar amount of the individual's annual incentive cash bonus under bonus plan applicable to the executive. RSUs are issued based on a 33% discount to fair market value of issuer's common stock unless executive previously has elected a longer deferral period.

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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