

TAYLOR BARRY L SR

Form 4/A

February 21, 2006

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TAYLOR BARRY L SR

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)
02/21/2006

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
Group Vice President

C/O CIRCOR INTERNATIONAL,
INC., 25 CORPORATE DRIVE,
SUITE 130

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
01/30/2006

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

BURLINGTON, MA 01803

(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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/30/2006		M ⁽¹⁾	V Amount (A) or (D) 2,779 A	\$ 9.45 (1)	3,957 (3)	D
Common Stock	01/30/2006		F ⁽¹⁾⁽²⁾	1,168 D	\$ 25.97 (1) (2)	2,789 (3)	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)

number.

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)	8. Pr Deri Secu (Inst
				Code	V	(A)	(D)	Amount or Number of Shares
Restricted Stock Units	\$ 9.45 ⁽¹⁾	01/30/2006		M ⁽¹⁾		2,779	⁽¹⁾ ⁽¹⁾	Common Stock 2,779

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TAYLOR BARRY L SR C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, SUITE 130 BURLINGTON, MA 01803			Group Vice President	

Signatures

Alan J. Glass,
Attorney-in-Fact 02/21/2006

__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 issued to the reporting person pursuant to the issuer's Management Stock Purchase Plan (MSPP) on March 16, 2001. On that date, the fair market value of a share of the issuer's stock was \$14.10. Under the MSPP, the executive may make an advance election to receive RSUs in lieu of a specified percentage or dollar

- (1) amount of the executive's annual incentive bonus under the issuer's Bonus Plan. RSUs are issued in whole units on the basis of a 33% discount from fair market value of the issuer's common stock on the date the underlying bonus is determined (\$9.45 in this case) and generally vest 3 years from the date of grant, at which time it converts into shares of common stock unless the executive has previously selected a longer deferral period.

Transactions reported herein reflect the conversion of RSUs into shares (pursuant to deferral elections made by the reporting person) and

(2) withholding of sufficient shares to pay taxes. Fair market value of shares, based on fair market price of issuer's stock on conversion is \$25.97.

(3)

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This amendment is filed to correctly reflect the amount of securities beneficially owned following the reported transactions as 3,957 and 2,789 instead of the incorrect amounts in the original filing.

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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