

CIRCOR INTERNATIONAL INC  
 Form 3/A  
 November 04, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Mehrotra Sumit		(Month/Day/Year)	CIRCOR INTERNATIONAL INC [CIR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
			(Check all applicable)	11/02/2016
30 CORPORATE DRIVE, SUITE 200			<input type="checkbox"/> Director	6. Individual or Joint/Group Filing(Check Applicable Line)
(Street)			<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			<input type="checkbox"/> 10% Owner	<input type="checkbox"/> Form filed by More than One Reporting Person
			<input type="checkbox"/> Other	
BURLINGTON,Â MAÂ 01803			Group Pres, Adv Flow Solutions	
(City)	(State)	(Zip)		

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	937	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Title			

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		Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Unit	Â <u>(1)</u>	11/04/2023	Common Stock	156	\$ 0	D	Â
Restricted Stock Unit	Â <u>(2)</u>	03/03/2024	Common Stock	117	\$ 0	D	Â
Restricted Stock Unit	Â <u>(3)</u>	11/04/2024	Common Stock	626	\$ 0	D	Â
Restricted Stock Unit	Â <u>(4)</u>	02/23/2025	Common Stock	452	\$ 0	D	Â
Restricted Stock Unit	Â <u>(5)</u>	02/23/2026	Common Stock	2,187	\$ 0	D	Â
Restricted Stock Unit (MSP)	02/23/2018 <sup>(6)</sup>	02/23/2025	Common Stock	1,851	\$ 0	D	Â
Restricted Stock Unit (MSP)	02/23/2019 <sup>(6)</sup>	02/23/2026	Common Stock	42	\$ 0	D	Â
Stock Options	Â <u>(7)</u>	03/03/2021	Common Stock	984	\$ 71.56	D	Â
Stock Options	Â <u>(8)</u>	02/23/2022	Common Stock	1,959	\$ 51.84	D	Â
Stock Options	Â <u>(9)</u>	02/23/2023	Common Stock	4,200	\$ 38.89	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mehrotra Sumit 30 CORPORATE DRIVE, SUITE 200 BURLINGTON, MA 01803	Â	Â	Â Group Pres, Adv Flow Solutions	Â

## Signatures

/s/ Rajeev Bhalla, attorney  
in-fact

11/04/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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) granted herein are in connection with the Company's long-term incentive plan. The RSUs reported herein represent the original grant of 468 RSUs. The original award vests in 3 equal installments on December 4, 2014, November 4, 2015 and November 4, 2016 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Market price at time of grant was \$75.04.

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- (2) The Restricted Stock Units (RSUs) granted herein are in connection with the Company's long-term incentive plan. The RSUs reported herein represent the original grant of 351 RSUs. The original award vests in 3 equal installments on April 3, 2015, March 3, 2016 and March 3, 2017 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Market price at time of grant was \$71.56.
- (3) The Restricted Stock Units (RSUs) granted herein are in connection with the Company's long-term incentive plan. The RSUs reported herein represent the original grant of 939 RSUs. The original award vests in 3 equal installments on December 4, 2015, November 4, 2016 and November 4, 2017 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Market price at time of grant was \$74.65.
- (4) The Restricted Stock Units (RSUs) granted herein are in connection with the Company's long-term incentive plan. The RSUs reported herein represent the original grant of 678 RSUs. The original award vests in 3 equal installments on March 23, 2016, February 23, 2017 and February 23, 2018 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Market price at time of grant was \$51.84.
- (5) The Restricted Stock Units (RSUs) granted herein are in connection with the Company's long-term incentive plan. The RSUs reported herein represent the original grant of 2,187 RSUs. The original award vests in 3 equal installments on March 23, 2017, February 23, 2018 and February 23, 2019 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Market price at time of grant was \$38.89.
- (6) This Restricted Stock Units (RSUs) grant is issued pursuant to a provision of the issuer Management Stock Purchase Plan (MSPP) whereby certain executives may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of that executives annual incentive cash bonus under the bonus plan applicable to the executive. The RSUs are issued in whole units at a 33% discount from fair market value of the issuers common stock on the date the underlying bonus is determined and generally vest 3 years from the date of the grant, at which time the RSUs convert into shares of common stock on a one-for-one basis unless the executive previously elected a longer deferral period.
- (7) The option vests in equal annual installments over a 3-year period commencing March 3, 2015.
- (8) The option vests in equal annual installments over a 3-year period commencing February 23, 2016.
- (9) The option vests in equal annual installments over a 3-year period commencing February 23, 2017.

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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