

CIRCOR INTERNATIONAL INC
 Form 4
 February 24, 2015

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 *
BHALLA RAJEEV

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 DRIVE, SUITE 200

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2015

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Exec VP and CFO

(Street)
 BURLINGTON, MA 01803

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

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	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 Underlying Security
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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)								
							Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit (MSP)	\$ 0	02/23/2015	02/23/2015	A	1,788	02/23/2018 ⁽¹⁾					02/23/2025		Common Stock	1,788
Stock Options	\$ 51.84	02/23/2015	02/23/2015	A	22,368	02/23/2016 ⁽²⁾					02/23/2022		Common Stock	22,368

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BHALLA RAJEEV 30 CORPORATE DRIVE, SUITE 200 BURLINGTON, MA 01803			Exec VP and CFO	

Signatures

/s/ Alan J. Glass,
attorney-in-fact

02/24/2015

**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) 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.

(2) The options generally vest in equal annual installments of one-third of the original stock option grant over a three year period from award date. The options convert into shares of common stock on a one-for-one basis.

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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