

CURTISS WRIGHT CORP
Form 4
November 18, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
TYNAN GLENN E

(Last) (First) (Middle)

C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CURTISS WRIGHT CORP [CW]

3. Date of Earliest Transaction (Month/Day/Year)
11/18/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President and CFO

6. Individual or Joint/Group Filing (Check Applicable Line)
 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 | (A) or (D) | Price |
| Common Stock | 11/14/2014 | | M ⁽¹⁾ | | 23,559 | A | \$ 32.91 ⁽²⁾ |
| Common Stock | 11/14/2014 | | S ⁽³⁾ | | 23,559 | D | \$ 70.9977 ⁽⁴⁾ |
| Common Stock | 10/20/2014 | | L ⁽⁶⁾ | V | 96.75 | A | \$ 66.04 |
| | | | | | | | 58,415.44 |

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

Persons who respond to the collection of information contained in this form are not

SEC 1474 (9-02)

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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 |
| Option to Purchase Common Stock | \$ 27.955 | 11/14/2014 | | M | 5,824 | 11/15/2005 11/15/2014 | Common Stock 5,824 |
| Option to Purchase Common Stock | \$ 27.92 | 11/14/2014 | | M | 6,888 | 11/14/2006 11/14/2015 | Common Stock 6,888 |
| Option to Purchase Common Stock | \$ 38.73 | 11/14/2014 | | M | 10,847 | 11/19/2007 11/19/2017 | Common Stock 10,847 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| TYNAN GLENN E C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054 | | | Vice President and CFO | |

Signatures

Paul J. Ferdenzi by Power of Attorney for Glenn E. Tynan

11/18/2014

**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) These shares were acquired through an exercise of three stock option awards granted under the Company's 2005 Long Term Incentive Plan.
- (2) Weighted average strike price for the three stock option awards. Reporting person received an award for 5824 shares in 2004 at a strike price of \$27.955; an award for 6888 shares in 2005 at a strike price of \$27.92, and an award in 2006 at a strike price of \$36.73.
Shares were sold in compliance with the Company's share ownership guidelines whereby the executive may sell shares once they hold
- (3) sufficient shares to meet ownership guidelines. After sale, reporting person still maintains stock ownership in excess of 200% of his required ownership guideline.
- (4) Weighted average selling price of shares sold on November 14, 2014.
- (5) No price on the date of issue having been granted as an employee benefit transaction.
- (6) These shares were acquired through a dividend reinvestment plan maintained by the reporting person's broker.

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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