

CIRCOR INTERNATIONAL INC
 Form 4
 November 15, 2006

FORM 4

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

OMB APPROVAL

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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 *
CROSS DEWAIN K

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)
 11/13/2006

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

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) | | | 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) |
| Common Stock | 11/13/2006 | | M ⁽¹⁾ | | | 2,000 | A \$ 7.5 | 10,761 | D | |
| Common Stock | 11/13/2006 | | S ⁽¹⁾ | | | 2,000 | D \$ 34.5301 | 8,761 | D | |
| Common Stock | 11/13/2006 | | M ⁽²⁾ | | | 12,000 | A \$ 10.375 | 20,761 | D | |
| Common Stock | 11/13/2006 | | S ⁽²⁾ | | | 12,000 | D \$ 34.5301 | 8,761 | D | |

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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 required to respond unless the form displays a currently valid OMB control number.

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 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option Right to Buy | \$ 7.5 | 11/13/2006 | | M ⁽¹⁾ | 2,000 | ⁽¹⁾ 08/02/2010 | Common Stock | 2,000 |
| Stock Option Right to Buy | \$ 10.375 | 11/13/2006 | | M ⁽²⁾ | 12,000 | ⁽²⁾ 10/18/2009 | Common Stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CROSS DEWAIN K C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, SUITE 130 BURLINGTON, MA 01803 | X | | | |

Signatures

Alan J. Glass,
Attorney-in-Fact
Date: 11/15/2006

**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).
- (1) The stock options exercised herein reflect the cashless exercise of a grant of options by the issuer to the reporting person on August 2, 2000 and scheduled to expire on August 2, 2010. Upon exercise, the underlying options convert into shares of the issuer's common stock

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on a one-for-one basis.

The stock options exercised herein reflect the cashless exercise of a grant of stock options by the issuer to the reporting person on October (2) 18, 1999 and scheduled to expire on October 18, 2009. Upon exercise, the underlying options convert into shares of the issuer's 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.