

COPPINGER PAUL M

Form 4

March 19, 2008

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 *
COPPINGER PAUL M

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)
03/18/2008

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

GROUP VICE PRESIDENT

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)

____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 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)
COMMON STOCK	03/18/2008		M	2,000 A	\$ 16.32 10,041	D	
COMMON STOCK	03/18/2008		M	2,000 A	\$ 13.9 12,041	D	
COMMON STOCK	03/18/2008		M	1,260 A	\$ 23.8 13,301	D	
COMMON STOCK	03/18/2008		M	1,260 A	\$ 24.9 14,561	D	
	03/18/2008		S	6,520 D	8,041	D	

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COMMON
STOCK

\$
47.16

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

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(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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
STOCK OPTIONS - RIGHT-TO-BUY	\$ 16.32	03/18/2008		M	2,000	<u>(1)</u> 10/29/2011	COMMON STOCK
STOCK OPTIONS - RIGHT-TO-BUY	\$ 13.9	03/18/2008		M	2,000	<u>(2)</u> 10/23/2012	COMMON STOCK
STOCK OPTIONS - RIGHT-TO-BUY	\$ 23.8	03/18/2008		M	1,260	<u>(3)</u> 01/16/2014	COMMON STOCK
STOCK OPTIONS - RIGHT-TO-BUY	\$ 24.9	03/18/2008		M	1,260	<u>(4)</u> 02/18/2015	COMMON STOCK

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
COPPINGER PAUL M C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, SUITE 130 BURLINGTON, MA 01803	GROUP VICE PRESIDENT

Signatures

ALAN J. GLASS,
ATTORNEY-IN-FACT

03/19/2008

__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 the final portion of the original grant of 10,000 option shares which vest on 10/29/08 or earlier if certain performance criteria are met. PASOs are a grant of performance accelerated stock options and have a 7-year cliff vesting provision with a performance accelerator that triggers earlier if certain of Circors financial goals are met.

(2) The stock options exercised herein reflect the cashless exercise of the remaining portion of the original grant of 10,000 options by the issuer to the Reporting Person on 10/23/2002 scheduled to expire on 10/23/2012. The 10,000 options granted on 10/23/2002 vested in increments of 20% per year over a 5-year period. Upon exercise, the underlying options convert into shares of the issuers common stock on a one-for-one basis.

(3) The stock options exercised herein reflect the cashless exercise of the remaining portion of the original grant of 6,300 options by the issuer to the Reporting Person on 1/6/2004 and scheduled to expire on 1/6/2014. The 6,300 options granted on 1/6/2004 vested in increments of 20% per year over a 5-year period. Upon exercise, the underlying options convert into shares of the issuers common stock on a one-for-one basis.

(4) The stock options exercised herein reflect the cashless exercise of the remaining of the original grant of 6,300, options by the issuer to the Reporting Person on 2/18/2005 and vested in increments of 20% per year over a 5-year period scheduled to expire on 2/18/2015. Upon exercise, the underlying options convert into shares of the issuers 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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