

Burditt Frederic M.
Form 4
March 16, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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 *
Burditt Frederic 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)
03/12/2009

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP, CFO & TREASURER

C/O CIRCOR INTERNATIONAL,
INC., 25 CORPORATE DRIVE STE
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) (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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	03/12/2009		M ⁽¹⁾	3,243 (1) A (1)	3,243	D	
Common Stock	03/12/2009 ⁽¹⁾		F	1,030 (1) D (1)	2,213	D	

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)

Edgar Filing: Burditt Frederic M. - Form 4

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 8 columns: 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. Row 1: Restricted Stock Units, (1), 03/12/2009, M, 3,243, (1), (1), Common Stock, 3,243.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships. Reporting Owner Name / Address: Burditt Frederic M., C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE STE 130, BURLINGTON, MA 01803. Relationships: Director, 10% Owner, Officer, Other. Specific relationship noted: VP, CFO & TREASURER.

Signatures

Alan J. Glass // attorney-in-fact 03/16/2009
**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).
The Restricted Stock Units (RSUs), the conversion of which is reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 02/11/2008. On that date, the fair market value (FMV) of the issuers stock was \$41.62. The RSUs vest and are received by the Reporting Person in four portions beginning on 03/12/2009, with each additional portion vesting (1) on the 11th day of each subsequent year ending with the last grant on 02/11/2012 unless the Reporting Person has previously elected a longer deferral period. This report reflects the vesting of the first one-fourth of the original RSU award, acquisition of those underlying shares in whole units by the Reporting Person and withholding of sufficient shares to pay applicable income taxes. The FMV of the shares, based on the closing price of the issuers stock on 03/11/2009 (last business day prior to the shares vesting) is \$19.31.

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.