

CURTISS WRIGHT CORP

Form 4

November 22, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DENTON MICHAEL J

(Last) (First) (Middle)

**C/O CURTISS-WRIGHT
CORPORATION, 4 BECKER
FARM ROAD, 3RD FLOOR**

(Street)

ROSELAND, NJ 07068

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

CURTISS WRIGHT CORP [CW]

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

11/20/2006

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Vice President and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	11/20/2006		A		2,961 (4)	A 36.73 (1)	5,350.66 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
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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)**

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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
Option to Purchase Common Stock	\$ 36.73 (1)	11/20/2006		A	9,002 (2)	11/20/2007 11/20/2016	Common Stock	9,002

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENTON MICHAEL J C/O CURTISS-WRIGHT CORPORATION 4 BECKER FARM ROAD, 3RD FLOOR ROSELAND, NJ 07068			Vice President and Secretary	

Signatures

Paul J. Ferdenzi by Power of Attorney for Michael J.
Denton

11/22/2006

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) Price is based on the closing price as reported by the New York Stock Exchange for the Corporation's Common Stock as of the date of the grant.
- (2) Up to 1/3 of the shares covered by the option vest on 11/20/07, vesting increases to 2/3 of such shares on 11/20/08, and increasing to all shares on 11/20/09.
- (3) No price on the date of issue, option having been granted as an employee benefit transaction. The option has a value of \$12.08 per share using the Black-Scholes option-pricing model.
- (4) These shares are restricted for a period of three years and are subject to forfeiture if the Officer should leave the employ of the Company.

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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