

DIETZ DAVID F
Form 4
February 22, 2010

FORM 4

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

OMB APPROVAL

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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 *
DIETZ DAVID F

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)
02/18/2010

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

(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

(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 Indirect Beneficial Ownership (Instr. 4)		
				Code	V	Amount	(A) or (D) Price		
Common Stock	02/18/2010		M	500 ⁽¹⁾	A	31.38	26,531.92	D	
						\$			
Common Stock	02/18/2010		M ⁽²⁾	1,648	A	16.61	28,179.92	D	
						\$			

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

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(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)	Amount or Number of Shares
Restricted Stock Units	(1)	02/18/2010		M	500	(1) (1)	Common Stock	500
Restricted Stock Units	(2)	02/18/2010		M	1,648	02/18/2010(2) (2)	Common Stock	1,648

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DIETZ DAVID F			X	

Signatures

/s/ Alan J. Glass 02/22/2010

**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 Restricted Stock Units (RSUs), the conversion of which is reported herein, were granted to the Reporting Person by the issuer as part of an equity incentive grant made by the issuer on 02/18/05. On that date, the fair market value (FMV) of the issuers stock was \$24.90. The Reporting Person previously elected a deferred distribution after the vesting date of 2/18/08. The FMV of the shares, based on the closing price of the issuers stock on 2/17/10 (last day prior to the distribution of the shares), is \$31.38.
- (2) Restricted Stock Units (RSUs), the conversion of which are reported herein, were issued pursuant to the issuer's Management Stock Purchase Plan (MSPP). Under the MSPP, directors may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of the director's annual retainer. RSUs are issued in whole units only, on the basis of a 33% discount to the fair market value of the issuer's common stock on the date the underlying bonus is determined (\$16.61 in this case) or otherwise paid and generally vest three years after the date of the grant, at which time they are converted into shares of the issuer's Common Stock unless the director has previously elected a longer deferral period. This director selected a five-year deferral period. Acquisition price reflects a 33% discount to the fair market value of issuer's stock on grant date. The Reporting Person elected to receive these RSUs in lieu of 100% of

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his annual director's fee for 2005.

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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