

Dill Michael Ross
Form 3
April 27, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â Dill Michael Ross
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)
04/25/2011

3. Issuer Name and Ticker or Trading Symbol

CIRCOR INTERNATIONAL INC [CIR]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

C/O CIRCOR
INTERNATIONAL, INC.,Â 25
CORPORATE DRIVE

(Street)

BURLINGTON,Â MAÂ 01803

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock ⁽⁴⁾

391 ⁽⁴⁾

D Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units <u>(1)</u>	03/01/2013 ⁽¹⁾	03/01/2013 ⁽¹⁾	Common Stock	33 ⁽¹⁾	\$ ⁽¹⁾	D	Â
Restricted Stock Units <u>(2)</u>	Â ⁽²⁾	Â ⁽²⁾	Common Stock	1,596	\$ ⁽²⁾	D	Â
Restricted Stock Units <u>(3)</u>	Â ⁽³⁾	Â ⁽³⁾	Common Stock ⁽³⁾	1,185 ⁽³⁾	\$ ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dill Michael Ross C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803	Â	Â	Â Group Vice President	Â

Signatures

Alan J. Glass,
attorney-in-fact

04/27/2011

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) reported herein were granted to the reporting person under the issuer's Management Stock Purchase Program (MSPP). Under the MSPP, participants may elect in advance to defer a percentage of such participant's bonus into the receipt of

(1) RSUs at a 33% discount from the market price of the issuer's common stock on the date of award. These RSUs cliff vest after 3 years from the date of award and convert into shares of common stock on a 1 for 1 basis. The fair market price of the issuer's stock on the date of award was \$30.91.

(2) The Restricted Stock Units (RSUs) granted herein are in connection with the Company's long-term incentive plan. The RSUs reported herein represent the remaining unvested 3/4 of the original grant of 2,128 RSUs. The original award vests in 4 equal installments on September 3, 2010, August 3, 2011, August 3, 2012, August 3, 2013 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Market price at time of grant \$23.50

(3) The Restricted Stock Units (RSUs) granted herein are in connection with the Company's long-term incentive plan. The RSUs reported herein represent the original grant of 1,185 RSUs. The original award vests in 3 equal installments on March 28, 2012, February 28, 2013 and February 28, 2014 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Market price at time of grant \$39.00.

(4) The Restricted Stock Units (RSUs), the conversion of which are reported herein, were granted to the reporting person by the issuer as part of the equity incentive grants made by the issuer on 08/03/2009. On that date the fair market value of a share of the issuer's stock was \$23.50. The RSUs vest in equal portions over a 4 year period and are received by the reporting person upon vesting unless the reporting person has previously elected a longer deferral period. This report reflects the vesting of the first one-fourth of these RSUs, the acquisition by the reporting person of the underlying shares and the withholding by the issuer of sufficient shares to pay income taxes required to be withheld from the reporting person.

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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