Dill Michael Ross Form 4 February 28, 2013

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or

Form 5

obligations

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

may continue. See Instruction

Dill Michael Ross

(Last)

(City)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Symbol

CIRCOR INTERNATIONAL INC

[CIR]

(First) (Middle) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 02/28/2013

30 CORPORATE DRIVE, SUITE 200

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

Expires:

response...

3235-0287

January 31,

2005

0.5

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title _ Other (specify

below) Group VP, CIRCOR Aerospace

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BURLINGTON, MA 01803-4238

(State)

Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
curities 5. Amount of 6. Ownership 7. Nature of									
ired (A) or Securities Form: Direct Indirect									
osed of (D) Beneficially (D) or Beneficial									
(a. 3, 4 and 5) Owned Indirect (I) Ownership									
Following (Instr. 4) (Instr. 4)									
Reported									
(A) Transaction(s)									
or (Instr. 3 and 4)									
unt (D) Price (Chief of the C)									
A (1) 395 D									
А Ш 393 — D									
D <u>ш</u> 266 D									
leo qu po str									

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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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)	4. Transacti Code (Instr. 8)	ionof Derivative		6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
			Code V		(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	<u>(1)</u>	02/28/2013	M		395	03/28/2012	02/28/2021	Common Stock	395

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Dill Michael Ross 30 CORPORATE DRIVE, SUITE 200 BURLINGTON, MA 01803-4238

Group VP, CIRCOR Aerospace

Signatures

/s/ Alan J. Glass, attorney-in-fact

02/28/2013

**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 are reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 2/28/11 utilizing a fair market value (FMV) of a share of the issuer's stock of \$39.00.

(1) The RSU grant vests in equal portions over a three year period, and are received by the Reporting Person upon vesting, on a one-for-one basis unless the Reporting Person has previously chosen a longer deferral period. This report reflects the vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the common stock underlying the RSUs minus sufficient shares withheld by the issuer at the request of the Reporting Person as necessary to pay applicable income taxes.

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.

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