

SMITH KENNETH WALTER
 Form 4
 March 17, 2008

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 *
 SMITH KENNETH WALTER

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)
 C/O CIRCOR INTERNATIONAL,
 INC., 25 CORPORATE DRIVE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/13/2008

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

BURLINGTON, MA 01803

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) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| COMMON STOCK | 03/13/2008 | | M | | 5,000 | A | \$ 13.9 12,215 | D |
| COMMON STOCK | 03/13/2008 | | S | | 5,000 | D | \$ 46.002 7,215 | D |
| COMMON STOCK | 03/13/2008 | | M | | 2,300 | A | \$ 23.8 9,515 | D |
| COMMON STOCK | 03/13/2008 | | S | | 2,300 | D | \$ 46.002 7,215 | D |
| COMMON STOCK | 03/13/2008 | | M | | 363 | A | \$ 24.9 7,578 | D |

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| | | | | | | | |
|--------------|------------|---|-----|---|-----------|-------|---|
| COMMON STOCK | 03/13/2008 | S | 363 | D | \$ 46.002 | 7,215 | D |
| COMMON STOCK | 03/14/2008 | M | 550 | A | \$ 24.9 | 7,765 | D |
| COMMON STOCK | 03/14/2008 | S | 550 | D | \$ 46.24 | 7,215 | 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.

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(9-02)

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | |
| STOCK OPTION - RIGHT TO BUY | \$ 13.9 | 03/13/2008 | | M | 5,000 | <u>(1)</u> 10/23/2012 | COMMON STOCK | 5,000 |
| STOCK OPTIONS - RIGHT TO BUY | \$ 23.8 | 03/13/2008 | | M | 2,300 | <u>(2)</u> 01/06/2014 | COMMON STOCK | 2,300 |
| STOCK OPTIONS - RIGHT TO BUY | \$ 24.9 | 03/13/2008 | | M | 363 | <u>(3)</u> 02/18/2015 | COMMON STOCK | 363 |
| STOCK OPTIONS - RIGHT TO BUY | \$ 24.9 | 03/14/2008 | | M | 550 | <u>(3)</u> 02/18/2015 | COMMON STOCK | 550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|----------------------------|
| | Director | 10% Owner | Officer | Other |
| SMITH KENNETH WALTER C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803 | | | | FORMER SVP, CFO, TREASURER |

Signatures

| | |
|-----------------------------------|------------|
| ALAN J. GLASS ATTORNEY-IN-FACT | 03/17/2008 |
| **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 stock options exercised herein reflect the cashless exercise remaining of the grant of 25,000 options by the issuer to the reporting person on 10/23/2002 and are scheduled to expire on 10/23/2012. The 25,000 options granted on 10/23/2002 vested in increments of 20% per year over a 5-year period. Upon exercise, the underlying options convert into shares of the issuers common stock on a one-for-one basis.

(2) The stock options exercised herein reflect the cashless exercise of the remaining grant of 2,300 options by the issuer to the reporting person on 1/6/2004 and are scheduled to expire on 1/6/2014. The 2,300 options granted on 1/6/2004 vested in increments of 20% per year over a 5-year period. Upon exercise, the underlying options convert into shares of the issuers common stock on a one-for-one basis.

(3) The stock options exercised herein reflect the cashless exercise of a portion of the grant of options by the issuer to the reporting person on 2/18/2005 and are scheduled to expire on 2/18/2015. The options granted on 2/18/2005 vested in increments of 20% per year over a 5-year period. Upon exercise, the underlying options convert into shares of the issuers common stock on a one-for-one basis.

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.