COPPINGER PAUL M

Form 4

February 14, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

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subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * COPPINGER PAUL M			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, SUITE 130		3. Date of Earliest Transaction (Month/Day/Year) 02/12/2006					Director 10% Owner Officer (give title Other (specify below) Group Vice President				
(Street) BURLINGTON, MA 01803			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative S	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transa Code (Instr.		4. Securit n(A) or Di (Instr. 3,	spose	d of (D) 5) Price	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)
Common Stock	02/12/2006			M(1)		1,868	A	\$ 10.05 (1)	4,255	D	
Common Stock	02/12/2006			F(1)		645	D	\$ 27.13	3,610	D	

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

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displays a currently valid OMB control number.

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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D)		(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	(Ins and V (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 10.05 (1)	02/12/2006		M <u>(1)</u>		1,868	02/12/2006(1)	<u>(1)</u>	Common Stock	1,868

Reporting Owners

Reporting Owner Name / Address	Keiauonsnips						
• 0	Director	10% Owner	Officer	Other			
COPPINGER PAUL M C/O CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE, SUITE 130 BURLINGTON, MA 01803			Group Vice President				

Signatures

Alan J. Glass, 02/14/2006 Attorney-in-Fact

**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).

Shares acquired pursuant to conversion of Restricted Stock Units (RSUs) on a one-for-one basis. RSUs issued pursuant to issuer's Management Stock Purchase Plan under which executive may make an advance election to receive RSUs in lieu of specified percentage

- or dollar amount of annual incentive cash bonus under bonus plan applicable to executive. RSUs are issued in whole units on the basis of (1) a 33% discount from the fair market value of the issuer's common stock on the date the underlying bonus is determined (\$10.05 in this case) and generally vest 3 years from the date of the grant, at which time they convert into shares of common stock unless the executive has previoulsy selected a longer deferral period. Transactions reported reflect conversion of RSUs into shares and withholding of sufficient shares to pay taxes. Acquisition price reflected based on a 33% discount to fair market value of the issuer's stock to grant date.
- Fair market value of shares, based on closing price of issuer's stock on February 10, 2006 (last business day before shares vested) is \$27.13.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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