

CURTISS WRIGHT CORP

Form 4

March 24, 2014

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BENANTE MARTIN R**

(Last) (First) (Middle)

**C/O CURTISS-WRIGHT  
CORPORATION, 10 WATERVIEW  
BOULEVARD**

(Street)

**PARSIPPANY, NJ 07054**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**CURTISS WRIGHT CORP [CW]**

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

**03/20/2014**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below) ☐ Executive Chairman

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

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 03/19/2014                              |                                                             | A <sup>(1)</sup>                        | 28,122                                                                  | A \$ 61.91<br>(4)                                                                                                  | 130,316.5108<br>(5)                                                        | D                                                                 |
| Common<br>Stock                       | 03/20/2014                              |                                                             | S <sup>(2)</sup>                        | 14,061                                                                  | D \$<br>(3) 62.3709                                                                                                | 116,255.5108                                                               | D                                                                 |

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

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SEC 1474  
(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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title                                               | Amount<br>or<br>Number<br>of<br>Shares                                     |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |                       |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                                                      | Director      | 10% Owner | Officer               | Other |
| BENANTE MARTIN R<br>C/O CURTISS-WRIGHT CORPORATION<br>10 WATERVIEW BOULEVARD<br>PARSIPPANY, NJ 07054 | X             |           | Executive<br>Chairman |       |

## Signatures

Paul J. Ferdenzi by Power of Attorney for Martin R.  
Benante 03/24/2014

\_\_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).

- These shares were acquired through a performance share grant under the Company's 2005 Long Term Incentive Plan, whereby the
- (1) executive received a predetermined number of shares of Curtiss-Wright Common Stock based on the Company's aggregated three year performance to its budget and its aggregated three year performance against the performance of its peer group.
  - (2) Shares were sold in compliance with the Company's share ownership guidelines whereby the executive may sell one half of the vested shares to pay individual income tax obligations associated with the vesting of the award.
  - (3) Weighted average selling price of shares sold on March 20, 2014.
  - (4) Based on March 19, 2014 closing price on the New York Stock Exchange for Curtiss-Wright Common Stock, the date on which the shares vested.
  - (5) This number corrects a clerical error with regards to reporting person's total ownership position contained in his Form 4 filed on March 7, 2014.

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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