FORM 4

obligations may continue. See Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| STATEMENT OF CHANGES IN BENEFICIAL | OWNERSHIP |
|------------------------------------|-----------|
| | |

OMB APPROVAL OMB Number: Estimated average burden hours per response: 0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| 1. Name and Address of Reporting Person* CARRIERE STEPHEN J | | | | | | CIRCOR INTERNATIONAL INC [CIR] | | | | | | | | | tionship of Reporting all applicable) Director Officer (give title | | 10% Ov Other (s | | wner | |
|---|---|---|---|--|--|---|---|------|---|---|---------------------|--|-----------------------------------|---|---|--|--------------------|--|--|--|
| (Last) (First) (Middle) C/O CIRCOR INTERNATIONAL, INC. 35 CORPORATE DRIVE SUITE 290 | | | | | | 3. Date of Earliest Transaction (Month/Day/Year) 08/21/2003 | | | | | | | | | below) below) VP, Corp Controller & A. Treas | | | | as | |
| (Street) BURLINGTON MA 01803-4244 | | | | 4. If | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | | | | | Individual or Joint/Group Filing (Check Applicable te) X Form filed by One Reporting Person Form filed by More than One Reporting Person | | | | | | |
| (City) | (S | tate) | (Zip) | | | | | | | | | | | | F 61301 | | | | | |
| | | Tab | le I - No | n-Deriv | ative | Sec | uritie | s Ac | quired, | Dis | posed o | of, or Be | enefic | ially | Owned | I | | | | |
| Date | | | Date | 2. Transaction Date (Month/Day/Year) | | | 2A. Deemed Execution Date, if any (Month/Day/Year) | | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 | | | and 5) Securiti Benefic | | es ally Following | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | (A) or (D) | Price |) | Transac (Instr. 3 | tion(s) | | | (Instr. 4) | |
| Common | Stock | | | 08/21/ | 2003 | | | | M | | 3,000 | A | \$ | 7.5 | 5,087.02 D | | D | | | |
| Common | n Stock ⁽¹⁾ 08/21 | | | 08/21/ | 2003 | 2003 | | S | | 3,000 D \$2 | | \$20 | .387 | 2,087.02 | | | D | | | |
| | | Т | able II - | | | | | | | | osed of converti | | | | wned | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year | 3A. Deem Execution if any (Month/D | Date, | 4. Transac Code (I 3) | | on of | | 6. Date Exercisi Expiration Date (Month/Day/Yea | | • | 7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4) | | D S (I | 8. Price of Derivative Security (Instr. 5) | 9. Number derivative Securities Beneficiall Owned Following Reported Transactio (Instr. 4) | у | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
| | | | | | Code | v | (A) | | Date Exercisal: | | Expiration Date | Title | Amou or Numb of Share | er | | | | | | |
| Stock Option - Right To | \$7.5 | 08/21/2003 | | | M | | 3,000 | | (2) | | 08/02/2010 | Common Stock | 3,00 | 0 | (3) | 7,000 | | D | | |

Explanation of Responses:

- 1. The sale of shares reported herein reflects the cashless exercise of stock options by the reporting person.
- $2. \ Options \ granted \ on \ August \ 2, 2000 \ vest \ ratably \ over \ 5 \ years \ in \ an \ amount \ of \ 2,000 \ on \ each \ of \ the \ following \ dates: \ 08/02/2001, \ 08/02/2002, \ 08/02/2003, \ 08/02/2004 \ and \ 08/02/2005.$
- 3. The stock options convert into shares of the issuers Common Stock on a 1 for 1 basis.

Stephen J. Carriere 08/25/2003

** Signature of Reporting Person Date

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

- * 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).

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

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 Number.