FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

1. Name and Address of Reporting Person*  SMITH KENNETH WALTER					2. Issuer Name and Ticker or Trading Symbol <u>CIRCOR INTERNATIONAL INC</u> [ CIR ]						ck all applica Director	•		n(s) to Issu 10% Ow Other (s	ner	
	COR INTE	irst) RNATIONAL, I RIVE, SUITE 13			3. Date of Earliest Transaction (Month/Day/Year) 02/26/2007					^	Senior VP, CFO & Treasurer					
(Street)	IGTON M		01803 (Zip)		4. If Amendment, Date of Original Filed (Month/Day/Year) 02/27/2007					6. Ind Line)	´					
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1. Title of Security (Instr. 3)  2. Transa Date (Month/D			te	2A. Deemed Execution Date, if any (Month/Day/Year		Code (Instr.			5. Amount Securities Beneficial Owned Fo Reported	Form: ly (D) or		Direct Indirect Itr. 4)	7. Nature of ndirect Beneficial Ownership Instr. 4)			
					Code V Amount (A) or (D)				Price	Transaction(s) (Instr. 3 and 4)				,,,,,		
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. Transa Code 8)		n Derivative I		6. Date Exercisable and Expiration Date (Month/Day/Year)  (Month/Day/Year)  7. Title and A of Securities Underlying D Security (Inst 4)		ies g Derivative	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s)	s S Ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	on(s)		
Restricted Stock Units	(1)	02/26/2007		A		13,414 <sup>(5)</sup>		(2)	(3)	Common Stock	13,414 <sup>(5)</sup>	(3)	13,414 <sup>(</sup>	(5)	D	
Restricted Stock Units	(4)	02/26/2007		A		3,928		02/26/2010	(4)	Common Stock	3,928	(4)	3,928	3	D	

## **Explanation of Responses:**

- 1. The grant of Restricted Stock Units (RSUs), reported herein, entitles the reporting person to receive shares of the issuer's common stock on the later of (i) vesting of the grant or a portion thereof and (ii) such longer deferral period as the reporting person may have elected in advance.
- 2. The Restricted Stock Units (RSUs) reported herein vvest in equal installments of one-sixth per year on 3/28/08, 2/26/09, 2/26/10, 2/26/11, 2/26/12 and 2/26/13.
- 3. As noted in footnotes 1 and 2, the Restricted Stock Units vest over a six-year period and, subject to any longer deferral period selected by the reporting person, automatically convert into shares of common stock at no conversion cost to the reporting person.
- 4. Restricted Stock Units (RSUs) convert into shares of common stock on a one-for-one basis. These RSUs are issued pursuant to a provision under the issuer's Management Stock Purchase Plan (MSPP) pursuant to which certain executives may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of an individual's annual incentive cash bonus under bonus plan applicable to the executive. The RSUs are issued in whole units on the basis of a 33% discount from the fair market value of the issuer's common stock on the date the underlying bonus is determined 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 previously selected a longer deferral period.
- 5. This amendment is one of a number of amended Form 4's being filed to correct an administrative error in the number of RSUs award to reporting person of the issuer on February 26, 2007, due to an incorrect spreadsheet calculation.

Alan J. Glass, Attorney-in-Fact 03/06/2007

\*\* 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.

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