

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response: 0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * <u>Higgins Andrew William</u> (Last) (First) (Middle) <u>C/O CIRCOR INTERNATIONAL, INC.</u> <u>25 CORPORATE DRIVE</u> (Street) <u>BURLINGTON MA 01803</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CIRCOR INTERNATIONAL INC [CIR]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>03/02/2009</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chairman, President & CEO</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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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)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(1)	03/02/2009		A		46,528		03/02/2012	(1)	Common Stock	46,528	(1)	46,528	D	
Restricted Stock Units	(2)	03/02/2009		A		6,300		(2)	(2)	Common Stock	6,300	(2)	6,300	D	
Restricted Stock Units	(3)	03/02/2009		A		22,144		(3)	(3)	Common Stock	22,144	(3)	22,144	D	
Restricted Stock Units	(4)	03/02/2009		A		7,380		(4)	(4)	Common Stock	7,380	(4)	7,380	D	

Explanation of Responses:

1. Restricted Stock Units (RSUs) convert into Common Stock on a one-for-one basis. These RSUs issued 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 such executive's annual incentive cash bonus under the 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 that the underlying bonus is determined and generally vest 3 years from the date of grant at which time they convert into shares of common stock unless the executive previously has selected a longer deferral period.

2. In connection with the issuer's grant of Restricted Stock Units (RSUs) on February 26, 2007, certain executives would be entitled to receipt in February 2009 of an additional award of RSUs equal to 25% of the award's initial value contingent upon the Company achieving a specified return on invested capital for the 2008 fiscal year. The Company achieved this goal, and accordingly, the grant reported herein reflects the distribution of such RSUs. These RSUs vest in equal installments of one-fourth per year over a four-year period commencing with March 2, 2010 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period.

3. The Restricted Stock Units (RSUs) granted herein are in connection with the Company's grant of long-term incentive awards for the 2009 Fiscal Year. These RSUs, which represent 75% of the long-term incentive awarded to the executive, vest in four equal installments on April 2, 2010, March 2, 2011, March 2, 2012 and March 2, 2013 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period.

4. The Restricted Stock Units (RSUs) granted herein are in connection with the Company's grant of long-term incentive awards for the 2009 Fiscal Year. These RSUs, which represent 25% of the long-term incentive awarded to the executive, vest in four equal installments on April 2, 2010, March 2, 2011, March 2, 2012 and March 2, 2013 and convert into shares of common stock on a one-for-one basis unless the executive previously has selected a longer deferral period. Unlike the RSUs discussed in Footnote 3, however, these RSUs are subject to risk of forfeiture based on the Company's achievement of certain goals for return on invested capital during the 2009 Fiscal Year.

/s/ Alan J. Glass attorney-in-
fact 03/04/2009

** 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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