

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

OMB APPROVAL

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|--|---|--|
| 1. Name and Address of Reporting Person * <u>Sharma Arjun</u> (Last) (First) (Middle) <u>30 CORPORATE DR.</u> <u>SUITE 200</u> (Street) <u>BURLINGTON MA</u> <u>01803-4238</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>02/23/2018</u> 4. If Amendment, Date of Original Filed (Month/Day/Year) | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Sr VP, Business Development</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 | | | |
| Common Stock | 02/23/2018 | 02/23/2018 | M | | 1,964 | A | (1) | 13,879 | D | |
| Common Stock | 02/23/2018 | 02/23/2018 | M | | 343 | A | (2) | 14,222 | D | |
| Common Stock | 02/23/2018 | 02/23/2018 | F | | 583 | D | (1) | 13,639 | D | |
| Common Stock | 02/23/2018 | 02/23/2018 | F | | 120 | D | (2) | 13,519 | D | |

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 | | | | |
| Management Stock Purchase | \$0.00 | 02/23/2018 | 02/23/2018 | M | | | 1,964 | 02/23/2018 | 02/23/2025 | Common Stock | 1,964 | (1) | 0.00 | D | |
| Restricted Stock Unit | \$0.00 | 02/23/2018 | 02/23/2018 | M | | | 343 | 02/23/2018 | 02/23/2026 | Common Stock | 343 | (2) | 343 | D | |

Explanation of Responses:

1. The Restricted Stock Units (RSUs), the conversion of which are reported herein, were issued to the Reporting Person pursuant to issuers Management Stock Purchase Plan (MSPP) on 2/23/2015 utilizing a fair market value (FMV) of a share of the issuers stock of \$51.84. RSUs are issued in whole units on the basis of a 33 percent discount from FMV of the issuers common stock on the date the underlying bonus is determined (\$34.73 in this case) and generally vest 3 years from date of grant, at which time they convert into shares of common stock unless the executive has previously elected a longer deferral period. Acquisition price reflects the 33% discount to FMV of issuers stock on grant date. This report reflects the acquisition by the Reporting Person of the common stock underlying the RSUs minus sufficient shares withheld to pay applicable income taxes.

2. The Restricted Stock Units (RSUs), the conversion of which are reported herein, were granted to the Reporting Person by the issuer as part of equity incentive grants made by the issuer on 2/23/2016 utilizing a fair market value (FMV) of a share of the issuers stock of \$38.89. The RSU grant vests in equal portions over a three year period, and are received by the Reporting Person upon vesting, on a one-for-one basis. This report reflects the vesting of one-third portion of the original RSU grant and the acquisition by the Reporting Person of the underlying shares minus sufficient shares withheld to pay applicable income taxes.

Remarks:

/s/ Rajeev Bhalla, his attorney 02/26/2018
in fact

** 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.