

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): December 1, 2005

CIRCOR INTERNATIONAL, INC.

(Exact name of registrant as specified in charter)

DELAWARE

001-14962

04-3477276

(State or other jurisdiction
of incorporation)

(Commission file number)

(IRS employer
identification no.)

25 CORPORATE DRIVE, SUITE 130
BURLINGTON, MASSACHUSETTS 01803-4238

(Address of principal executive offices) (Zip Code)

(781) 270-1200

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

Agreement #1

On December 1, 2005, the Board of Directors of CIRCOR International, Inc. authorized an amendment to the Company’s Amended and Restated 1999 Stock Option and Incentive Plan (the “Plan”). The amendment clarifies the required timing of any deferral elections made with respect to awards granted under the Plan in light of Section 409A of the Internal Revenue Code and the regulations and guidance issued pursuant thereto. A copy of the amendment is attached is Exhibit 10.1 to this report of Form 8-K.

Item 9.01. Financial Statements and Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 10.1 | First Amendment to CIRCOR International, Inc. Amended and Restated 1999 Stock Option and Incentive Plan |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 7, 2005

CIRCOR INTERNATIONAL, INC.

/S/ Kenneth W. Smith

By: Kenneth W. Smith

Senior Vice President, Chief Financial Officer and Treasurer

**FIRST AMENDMENT
TO
CIRCOR INTERNATIONAL, INC.
AMENDED AND RESTATED
1999 STOCK OPTION AND INCENTIVE PLAN**

- A. The CIRCOR International, Inc. Amended and Restated 1999 Stock Option and Incentive Plan is hereby amended by adding the following to the end of Section 18(g):

“With respect to any Award that is subject to Section 409A, any deferral election must generally be made in the year prior to the year in which compensation is to be earned; provided, however, that (1) a deferral election for compensation to be earned in 2005 may be made prior to March 15, 2005, (2) a deferral election for a Deferred Stock Award that does not vest until at least 13 months from the Award date may be made within 30 days of the Award date, and (3) in the case of the first year in which a grantee becomes eligible to make deferrals, the deferral election of such grantee may be made with respect to services to be performed subsequent to the election within 30 days after the date the grantee first becomes eligible to make deferrals. All elections as to timing of distribution of Awards subject to Section 409A are irrevocable except that grantees are permitted to make a one-time change in 2005. Any distribution of Awards subject to Section 409A to a key employee (as defined in Section 416(i) of the Code without regard to paragraph (5) thereof) on account of separation from service shall be delayed until at least six months after such separation from service.”

- B. The effective date of this First Amendment is as of January 1, 2005.

Executed this 1st day of December, 2005 by a duly authorized officer of CIRCOR International, Inc.

CIRCOR INTERNATIONAL, INC.

By: /s/ Alan J. Glass

Alan J. Glass
General Counsel & Asst. Secretary