

TAYLOR BARRY L SR  
Form 4  
January 31, 2006

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TAYLOR BARRY L SR

2. Issuer Name and Ticker or Trading Symbol  
CIRCOR INTERNATIONAL INC  
[CIR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/30/2006

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
Group Vice President

C/O CIRCOR INTERNATIONAL, INC., 25 CORPORATE DRIVE, SUITE 130

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

BURLINGTON, MA 01803

(City) (State) (Zip)

**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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |  |
| Common Stock                    | 01/30/2006                           |  | M <sup>(1)</sup>               | 2,779 A \$ 9.45 <sub>(1)</sub>                                    | 4,590   | D  |  |
| Common Stock                    | 01/30/2006                           |  | F <sup>(1)(2)</sup>            | 1,168 D \$ 25.97 <sub>(1) (2)</sub>                               | 3,422   | D  |  |

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

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SEC 1474 (9-02)

number.

**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 Underlying Securities (Instr. 3 and 4) | 8. Pr Deriv Secur (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                              | Amount or Number of Shares |
|  |  |                                      |  | Code                           | V (A) (D)   |  |   |                                    |                            |
| Restricted Stock Units                     | \$ 9.45 <sup>(1)</sup>                                 | 01/30/2006                           |  | M <sup>(1)</sup>               | 2,779   | <sup>(1)</sup>   | <sup>(1)</sup>  | Common Stock                       | 2,779                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| TAYLOR BARRY L SR<br>C/O CIRCOR INTERNATIONAL, INC.<br>25 CORPORATE DRIVE, SUITE 130<br>BURLINGTON, MA 01803 |               |           | Group Vice President |       |

## Signatures

Alan J. Glass,  
Attorney-in-fact  
  
01/31/2006  
Date

\*\*Signature of Reporting Person

## Explanation of Responses:

\* 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).

The Restricted Stock Units (RSUs), the conversion of which are reported herein, were issued to the reporting person pursuant to the issuer's Management Stock Purchase Plan (MSPP) on March 16, 2001. On that date, the fair market value of a share of the issuer's stock was \$14.10. Under the MSPP, the executive may make an advance election to receive RSUs in lieu of a specified percentage or dollar

(1) amount of the executive's annual incentive bonus under the issuer's Bonus Plan. RSUs are issued in whole units on the basis of a 33% discount from fair market value of the issuer's common stock on the date the underlying bonus is determined (\$9.45 in this case) and generally vest 3 years from the date of grant, at which time it converts into shares of common stock unless the executive has previously selected a longer deferral period.

Transactions reported herein reflect the conversion of RSUs into shares (pursuant to deferral elections made by the reporting person) and

(2) withholding of sufficient shares to pay taxes. Fair market value of shares, based on fair market price of issuer's stock on conversion is \$25.97.

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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