

CIRCOR INTERNATIONAL INC

Form 4

February 25, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BHALLA RAJEEV**

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)  
**30 CORPORATE DRIVE, SUITE**  
**200**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**02/23/2016**

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Exec VP and CFO

(Street)  
**BURLINGTON, MA 01803**

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

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

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V Amount (D) Price                                                         |                                                                                                                    |                                                                      |                                                                   |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of<br>Derivative | 2. Conversion | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if | 4. Transaction | 5. Number of<br>Derivative | 6. Date Exercisable and<br>Expiration Date | 7. Title and Amount<br>Underlying Securities |
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|----------------------------------------------|
|---------------------------|---------------|-----------------------------------------|----------------------------------|----------------|----------------------------|--------------------------------------------|----------------------------------------------|

# Edgar Filing: CIRCOR INTERNATIONAL INC - Form 4

| Security<br>(Instr. 3)            | or Exercise<br>Price of<br>Derivative<br>Security |            | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) |     | (Instr. 3 and 4)          |                    |                 |                                     |
|-----------------------------------|---------------------------------------------------|------------|-------------------------|--------------------|--------------------------------------------------------------------------------|------------------|-----|---------------------------|--------------------|-----------------|-------------------------------------|
|                                   |                                                   |            |                         | Code               | V                                                                              | (A)              | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Restricted<br>Stock Unit          | \$ 0                                              | 02/23/2016 | 02/23/2016              | A                  |                                                                                | 2,190            |     | 03/23/2017 <sup>(1)</sup> | 02/23/2026         | Common<br>Stock | 2,190                               |
| Restricted<br>Stock Unit<br>(MSP) | \$ 0                                              | 02/23/2016 | 02/23/2016              | A                  |                                                                                | 37               |     | 02/23/2019 <sup>(2)</sup> | 02/23/2026         | Common<br>Stock | 37                                  |
| Stock<br>Options                  | \$ 38.89                                          | 02/23/2016 | 02/23/2016              | A                  |                                                                                | 31,560           |     | 02/23/2017 <sup>(3)</sup> | 02/23/2023         | Common<br>Stock | 31,560                              |

## Reporting Owners

| Reporting Owner Name / Address                                         | Relationships |           |                       |       |
|------------------------------------------------------------------------|---------------|-----------|-----------------------|-------|
|                                                                        | Director      | 10% Owner | Officer               | Other |
| BHALLA RAJEEV<br>30 CORPORATE DRIVE, SUITE 200<br>BURLINGTON, MA 01803 |               |           | Exec<br>VP and<br>CFO |       |

## Signatures

/s/ Alan J. Glass,  
attorney-in-fact

02/25/2016

\_\_Signature of Reporting Person

Date

## 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).

(1) The grant of Restricted Stock Units (RSUs), reported herein, entitles the Reporting Person to receive shares of the issuer common stock in equal installments of one-third of the original RSU grant on either (i) the annual vesting of the grant or (ii) upon the conclusion of such longer deferral period as the Reporting Person may elect in advance. In either occurrence, (i) or (ii), the RSUs automatically convert into shares of common stock on a one-for-one basis at no conversion cost to the Reporting Person.

(2) This Restricted Stock Units (RSUs) grant is issued pursuant to a provision of the issuer Management Stock Purchase Plan (MSPP) whereby certain executives may make an advance election to receive RSUs in lieu of a specified percentage or dollar amount of that executives annual incentive cash bonus under the bonus plan applicable to the executive. The RSUs are issued in whole units at a 33% discount from fair market value of the issuers common stock on the date the underlying bonus is determined and generally vest 3 years from the date of the grant, at which time the RSUs convert into shares of common stock on a one-for-one basis unless the executive previously elected a longer deferral period.

(3) The options generally vest in equal annual installments of one-third of the original stock option grant over a three year period from award date. The options convert into shares of common stock on a one-for-one basis.

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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