

CIRCOR INTERNATIONAL INC

Form 4

February 23, 2005

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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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARRIERE STEPHEN J

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)
CIRCOR INTERNATIONAL,
INC., 25 CORPORATE DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
VP, Controller & Asst. Treas

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 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 <u>(1)</u>	02/18/2005		M		3,000	A	\$ 10.375	8,845.02	D
Common Stock <u>(2)</u>	02/18/2005		S		3,000	D	\$ 24.0092	5,845.02	D
Common Stock <u>(3)</u>	02/18/2005		M		2,000	A	\$ 7.5	7,845.02	D
Common Stock <u>(2)</u>	02/18/2005		S		2,000	D	\$ 24.0092	5,845.02	D

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

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(9-02)

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. Amount or Number of Shares
Stock Option Right to Buy	\$ 10.375	02/18/2005		M	3,000	<u>(1)</u> 10/18/2009	Common Stock	3,000
Stock Option Right to Buy	\$ 7.5	02/18/2005		M	2,000	08/02/2004 08/02/2010	Common Stock	2,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CARRIERE STEPHEN J CIRCOR INTERNATIONAL, INC. 25 CORPORATE DRIVE BURLINGTON, MA 01803	VP, Controller & Asst. Treas

Signatures

Stephen J.
Carriere 02/23/2005

**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).

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The stock options exercised herein are a portion of the grant of 8,000 options by the issuer to the reporting person on October 18, 1999.

- (1) The 3,000 options exercised are a portion of the 3,200 options that became exercisable on October 18, 2003 and 2004. The options convert into shares of the issuer's common stock on a one-for-one basis.
- (2) The transactions reported herein reflect the cashless exercise by the reporting person of stock options previously granted to the reporting person by the issuer.

The stock options exercised herein are a portion of the grant of 10,000 options by the issuer to the reporting person on August 2, 2000.

- (3) The 2,000 options became exercisable on August 2, 2004. These options convert into shares of the issuer's 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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