

CIRCOR INTERNATIONAL INC

Form 4

March 07, 2016

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

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 \*  
Sharma Arjun2. 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 DR., SUITE 2003. Date of Earliest Transaction  
(Month/Day/Year)  
03/04/2016☐ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)  
VP, Business Development

(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 01803-4238

(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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	03/04/2016	03/04/2016	M		490	A <u>(1)</u>	9,851	D	
Common Stock	03/04/2016	03/04/2016	F		183	D <u>(1)</u>	9,668	D	
Common Stock	03/04/2016	03/04/2016	M		3,241	A <u>(2)</u>	12,909	D	
Common Stock	03/04/2016	03/04/2016	F		992	D <u>(2)</u>	11,917	D	
Common Stock	03/04/2016	03/04/2016	M		1,321	A <u>(3)</u>	13,238	D	

# Edgar Filing: CIRCOR INTERNATIONAL INC - Form 4

Common Stock      03/04/2016      03/04/2016      F      499      D      (3)      12,739      D

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 required to respond unless the form displays a currently valid OMB control number.**

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 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 (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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 0	03/04/2016	03/04/2016	M		490		03/04/2016	03/04/2023	Common Stock	490
Management Stock Purchase	\$ 0	03/04/2016	03/04/2016	M		3,241		03/04/2016	03/04/2023	Common Stock	3,241

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director    10% Owner    Officer    Other
Sharma Arjun 30 CORPORATE DR. SUITE 200 BURLINGTON, MA 01803-4238	VP, Business Development

## Signatures

/s/ Alan J. Glass,  
attorney-in-fact      03/07/2016

\*\*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).

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 3/4/2013 utilizing a fair market value (FMV) of a share of the issuers stock of

- (1) \$42.12. 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 final 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.

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 3/4/2013 utilizing a fair market value (FMV) of a share of the issuers stock of \$42.12.

- (2) 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 (\$28.22 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.

The shares issued herein to the Reporting Person by the issuer are the result of actual achievement against the metrics associated with a

- (3) Performance Based RSU grant made by the issuer on 3/4/2013. These metrics consisted of targets for 2015 Return on Invested Capital and Adjusted Operating Margin with potential payouts ranging from 0% to 200%. This report reflects the acquisition of shares by the Reporting Person based on 90% achievement minus sufficient shares withheld to pay applicable income taxes.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.