

TYNAN GLENN E
Form 4
November 17, 2011

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 *
TYNAN GLENN E

(Last) (First) (Middle)

C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD

(Street)

PARSIPPANY, NJ 07054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CURTISS WRIGHT CORP [CW]

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2011

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President and CFO

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

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 | 11/16/2011 | | S ⁽¹⁾ | 3,816 D \$ 33.04 ₍₂₎ | 29,899 | D | |
| Common Stock | 11/16/2011 | | M ⁽⁶⁾ | 6,780 A \$ 10.925 ₍₇₎ | 36,679 | D | |
| Common Stock | 11/16/2011 | | S | 4,324 ₍₈₎ D \$ 32.75 ₍₂₎ | 32,355 | 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

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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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Unit | \$ 32.97 (3) | 11/16/2011 | | A | 9,879 | 11/15/2014 11/15/2021 | Common Stock | 9,879 |
| Exercise of Stock Option | \$ 10.925 | 11/16/2011 | | M ⁽⁵⁾ | 6,780 | 11/20/2002 11/20/2011 | Common Stock | 6,780 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

TYNAN GLENN E
C/O CURTISS-WRIGHT CORPORATION
10 WATERVIEW BOULEVARD
PARSIPPANY, NJ 07054

Vice President and CFO

Signatures

Paul J. Ferdenzi by Power of Attorney for Glenn E. Tynan

11/17/2011

__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) Shares were sold to cover Recipient's tax obligations associated with the vesting of a restricted stock award granted under the Company's 2005 Omnibus Long Term Incentive Plan.
- (2) Price reflects the weighted average sales price for all shares sold by Recipient on the New York Stock Exchange.
- (3) Price is based on the closing price as reported by the New York Stock Exchange for the Corporation's Common Stock as of November 15, 2011.
- (4) No price on the date of issue, option having been granted as an employee benefit transaction.

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- (5) Shares were acquired through the exercise of a expiring stock option.
- (6) Shares were acquired through the exercise of a stock option award made pursuant to the Company's Omnibus Long Term Incentive Plan.
- (7) The purchase price reflects the exercise price of an employee stock option awarded to employees under the Company's Omnibus Long Term Incentive Plan.
- (8) Filer sold sufficient shares to cover transactional and tax costs associated with the exercise.

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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