Linton David J Form 4 November 20, 2009

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

January 31, 2005

3235-0287

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue.

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 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Linton David J

2. Issuer Name and Ticker or Trading Symbol

CURTISS WRIGHT CORP [CW]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle) (First)

3. Date of Earliest Transaction

4. If Amendment, Date Original

Director 10% Owner Other (specify

(Check all applicable)

C/O CURTISS-WRIGHT

(Street)

11/18/2009

(Month/Day/Year)

X\_ Officer (give title below) below) Co-Chief Operating Officer

CORPORATION, 10 WATERVIEW **BOULEVARD** 

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

PARSIPPANY, NJ 07054

(State) (Zip) 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Indirect (I) Following (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership (Instr. 4)

Reported (A) or

Transaction(s) (Instr. 3 and 4)

Common Stock

(City)

1.Title of

Security

(Instr. 3)

Code V Amount (D) Price

38,989.596 D

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

### Edgar Filing: Linton David J - Form 4

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. Transactio Code (Instr. 8)	5. Number of or 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 Underlying Securition (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Option to Purchase Common Stock	\$ 30.9 (1)	11/18/2009		A	32,151	11/18/2010(2)	11/18/2019	Common Stock	32,1
Restricted Stock Unit	\$ 30.9 (1)	11/18/2009		A	9,559	11/18/2012(4)	11/18/2019	Common Stock	9,55

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Linton David J C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054			Co-Chief Operating Officer			

## **Signatures**

Paul J. Ferdenzi by Power of Attorney for David J.
Linton 11/20/2009

\*\*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) Price is based on the closing price as reported by the New York Stock Exchange for the Corporation's Common Stock as of November 17, 2009
- Up to 1/3 of the shares covered by the option vest on 11/18/10, vesting increases to 2/3 of such shares on 11/18/11 and increasing to all shares on 11/18/12.
- (3) No price on the date of issue, option having been granted as an employee benefit transaction. The option has a value of \$9.19 per share using the Black-Scholes option-pricing model.
- (4) These units are restricted for a period of three years and are subject to forfeiture if the Officer should leave the employ of the Company.

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.

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