

CURTISS WRIGHT CORP
Form 4
August 18, 2008

FORM 4

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

OMB APPROVAL

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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 *
MCCLURG KEVIN M

(Last) (First) (Middle)

C/O CURTISS-WRIGHT CORPORATION, 4 BECKER FARM ROAD, 3RD FLOOR

(Street)

ROSELAND, NJ 07068

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/18/2008

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)
Former Corporate Controller

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	08/15/2008		M		424	A	\$ 16.2775 (1)
Common Stock	08/15/2008		M		786	A	\$ 19.08 (1)
Common Stock	08/15/2008		M		1,050	A	\$ 27.955 (1)
Common Stock	08/15/2008		M		1,353	A	\$ 27.92 (1)
	08/15/2008		M		663	A	6,475.7077

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Common Stock						\$ 36.73		
						(1)		
Common Stock	08/15/2008		S	4,276	D	\$ 54.7087	2,199.7077	D
						(2)		

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

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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 (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
Option to Purchase Common Stock	\$ 16.2775	08/15/2008		M	424	11/19/2003 11/19/2012	Common Stock	424
Option to Purchase Common Stock	\$ 19.08	08/15/2008		M	786	11/18/2004 11/18/2013	Common Stock	786
Option to Purchase Common Stock	\$ 27.955	08/15/2008		M	1,050	11/16/2005 11/16/2014	Common Stock	1,050
Option to Purchase Common Stock	\$ 27.92	08/15/2008		M	1,353	11/15/2006 11/15/2015	Common Stock	1,353
Option to Purchase Common Stock	\$ 36.73	08/15/2008		M	663	11/20/2007 11/20/2016	Common Stock	663

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLURG KEVIN M C/O CURTISS-WRIGHT CORPORATION 4 BECKER FARM ROAD, 3RD FLOOR ROSELAND, NJ 07068			Former Corporate Controller	

Signatures

Paul J. Ferdenzi by Power of Attorney for Kevin McClurg	08/18/2008
<u> </u> **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 acquired through an exercise of options to purchase the Company's common stock. The options were awarded to Mr. McClurg under the Company's Omnibus Long Term Incentive Plan
- (2) The sale price is based on the weighted average sales price of all 4276 shares sold on the New York Stock Exchange.
- (3) There is no price associated with the acquisition of this derivative security since it was acquired through an employee based compensation plan.

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.