

DENTON MICHAEL J

Form 4

November 20, 2012

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DENTON MICHAEL J

(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)

11/19/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Vice President and Secretary

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	11/19/2012		M ⁽¹⁾	V Amount (D) Price 4,986 A \$ 29.275 (2)	28,835.74	D	
Common Stock	11/19/2012		S ⁽³⁾	2,278 D \$ 29.8692 (4)	26,557.74	D	

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

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(9-02)

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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 Securities (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 29.275	11/19/2012		M	4,986	11/17/2012	11/19/2012	Common Stock	4,986

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DENTON MICHAEL J C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054	Vice President and Secretary

Signatures

Paul J. Ferdenzi by Power of Attorney for Michael J. Denton 11/20/2012

__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) These shares were acquired through a restricted share unit grant under the Company's 2005 Long Term Incentive Plan, whereby units vested in common stock shares of Curtiss-Wright Common Stock after a three year vesting period.
- (2) Based on November 19th, 2012 closing price on the New York Stock Exchange for Curtiss-Wright Common Stock, the first market date after which the share units vested.

Shares were sold in compliance with the Company's share ownership guidelines whereby the executive may sell one half of the vested
- (3) shares to pay individual income tax obligations associated with the vesting of the award. Reporting Person sold additional shares from prior grant to offset tax obligation from prior grant due to insufficient withholding.
- (4) Weighted average selling price of shares sold on November 19, 2012.
- (5) No price on the date of issue, option having been granted as an employee benefit transaction.

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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