

CURTISS WRIGHT CORP
Form 4
May 12, 2014

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 *
BENANTE MARTIN R

(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)
05/08/2014

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)
Executive Chairman

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/08/2014		M ⁽¹⁾		30,000	A	\$ 36.73 (4)
							146,255.5108
Common Stock	05/08/2014		S ⁽²⁾		30,000	D	\$ 68.719 (3)
							116,255.5108
Common Stock	05/09/2014		M ⁽¹⁾		4,600	A	\$ 36.73 (5)
							120,855.5108
Common Stock	05/09/2014		S ⁽²⁾		4,600	D	\$ 68.542 (2)
							116,255.5108

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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)

Table with 7 main columns: 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). Rows include Option to Purchase Common Stock at \$36.73 on 05/08/2014 and 05/09/2014.

Reporting Owners

Table with 2 main columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for BENANTE MARTIN R, C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD, PARSIPPANY, NJ 07054, with relationship as Executive Chairman.

Signatures

Paul J. Ferdenzi by Power of Attorney for Martin R. Benante, 05/12/2014

**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 the exercise of a stock option award granted under the Company's 2005 Long Term Incentive Plan.

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- (2) Shares were sold in compliance with the Company's share ownership guidelines.
- (3) Weighted average selling price of shares sold on May 8, 2014.
- (4) The price reflects the exercise price for a stock option grant awarded on November 20, 2006.
- (5) Weighted average selling price for the shares sold on May 9, 2014
- (6) There is no price associated with this option since it was granted pursuant to a employee compensation program.

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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