

CURTISS WRIGHT CORP

Form 4

February 21, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BENANTE MARTIN R

(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)

02/20/2007

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)

Chief Executive Officer

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	02/20/2007		M		17,382	A	\$ 11.93
							31,702.91 ⁽¹⁾
Common Stock	02/20/2007		M		22,618	A	\$ 10.925
							54,320.91 ⁽¹⁾
Common Stock	02/20/2007		S		40,000	D	\$ 36.7534
							14,320.91 ⁽³⁾

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

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Option to Purchase Common Stock	\$ 11.93	02/20/2007		M	17,382	11/20/2003 11/20/2010	Common Stock 17,382
Option to Purchase Common Stock	\$ 10.925	02/20/2007		M	22,618	11/20/2004 11/20/2011	Common Stock 22,618

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BENANTE MARTIN R C/O CURTISS-WRIGHT CORPORATION 4 BECKER FARM ROAD, 3RD FLOOR ROSELAND, NJ 07068	X		Chief Executive Officer	

Signatures

Paul J. Ferdenzi by Power of Attorney for Martin R. Benante

02/21/2007

__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) This total includes 11,435 shares of restricted stock.

(2) Derivative security was granted pursuant to a Company sponsored employee long term incentive plan.

(3) Price reflects the weighted average sale price of all Curtiss-Wright shares sold by Mr. Benante on the New York Stock Exchange.

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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