

Adams David Charles
Form 4
May 21, 2009

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 *
Adams David Charles

(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)

05/19/2009

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)

Co-Chief Operating Officer

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/19/2009		A ⁽¹⁾		17,050	A \$ 28.77 ⁽²⁾	35,105.961	D	
Common Stock	05/20/2009		S ⁽³⁾		5,633	D \$ 29.2 ⁽⁴⁾	29,472.961	D	

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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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Option to Purchase Common Stock	\$ 30.23 (5)					11/17/2009 11/17/2018	Common Stock	67,113

Reporting Owners

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

Signatures

Paul J. Ferdenzi by Power of Attorney for David Adams 05/21/2009

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).

- These shares were acquired through a performance share grant under the Company's 2005 Long Term Incentive Plan, whereby the executive received a predetermined number of shares of Curtiss-Wright Common Stock based on the Company's aggregated three year performance to its budget and its aggregated three year performance against the performance of its peer group.
- Price is based on the closing price as reported by the New York Stock Exchange for the Corporation's Common Stock as of May 19, 2009.
 - Shares were sold in compliance with the Company's share ownership guidelines whereby the executive may sell one half of the vested shares to pay individual income tax obligations associated with the vesting of the award.
 - Weighted average selling price of shares sold on May 20, 2009.
 - Average exercise price for all previously issued stock option grants.

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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