CURTISS WRIGHT CORP
Form 4
November 18, 2014

# FORM 4

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

**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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(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)
11/17/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President & CEO

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 | 11/17/2014 | | M[8] | | 26,368 [4] | A | $ 42.94 [1] | 85,618.35 | D | |
| Common Stock | 11/17/2014 | | S[6] | | 26,368 | D | $ 69.64 [2] | 59,250.35 | D | |
| Common Stock | 11/17/2014 | | M[7] | | 12,669 | A | $ 69.1 [5] | 71,919.35 | D | |
| Common Stock | 11/17/2014 | | S[6] | | 12,669 | D | $ 69.83 | 59,250.35 | D | |

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

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SEC 1474 (9-02)

**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 | $ 27.92 | 11/17/2014 | | M | | | 3,808 | 11/14/2006 | 11/14/2015 | Common Stock | 3,808 |
| Option to Purchase Common Stock | $ 36.73 | 11/17/2014 | | M | | | 11,137 | 11/19/2007 | 11/19/2016 | Common Stock | 11,137 |
| Option to Purchase Common Stock | $ 54 | 11/17/2014 | | M | | | 11,423 | 11/16/2008 | 11/16/2017 | Common Stock | 11,423 |
| Restricted Stock Unit | $ 32.97 (9) | 11/17/2014 | | M | | | 12,669 | 11/15/2012 | 11/15/2014 | Common Stock | 12,669 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Adams David Charles<br>C/O CURTISS-WRIGHT CORPORATION<br>10 WATERVIEW BOULEVARD<br>PARSIPPANY, NJ 07054 | X | | President & CEO | |

# Signatures

| | |
|---|---|
| Paul J. Ferdenzi by Power of Attorney for David Adams | 11/18/2014 |
| **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)** Price reflects the weighted average exercise price of the options exercised on November 17, 2014. Reporting person received an award for 3808 shares in 2005 at an exercise price of $27.92, and an award for 11137 shares in 2006 at an exercise price of $36.73, and an award for 11423 in 2007 at an exercise price of $54.00.

**(2)** Weighted average selling price of shares sold on November 17, 2014.

**(3)** There is no price associated with acquiring this derivative security since it was acquired pursuant to an employee benefit transaction under the Company's Omnibus Long Term Incentive Plan.

**(4)** Total number of shares received through the exercise of three separate option awards.

**(5)** Based on November 17th, 2014 opening price on the New York Stock Exchange for Curtiss-Wright Common Stock, the first market day after the restricted share units vested

**(6)** Shares were sold in compliance with the Company's share ownership guidelines whereby the executive may sell shares the individual has reached his holding requirement. Reporting person remains at 180% of his holding requirement after this sale.

**(7)** 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.

**(8)** These shares were acquired through the exercise of three separate stock option awards provided to the Reporting Person under the Company's 2005 Long Term Incentive Plan.

**(9)** Reflects the market closing price as reported on the NYSE on the date of grant.

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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