

DENTON MICHAEL J
Form 4
April 03, 2013

FORM 4

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

OMB APPROVAL

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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 *
DENTON MICHAEL J

2. Issuer Name and Ticker or Trading Symbol
CURTISS WRIGHT CORP [CW]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
04/02/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Vice President and Secretary

(Street)
PARSIPPANY, NJ 07054

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	04/02/2013		A ⁽¹⁾	5,804 A \$ 34.7 ₍₂₎	32,361.74	D	
Common Stock	04/02/2013		S ⁽³⁾	2,794 D \$ 33.6757 ₍₄₎	29,567.74	D	
Common Stock	04/01/2013		M ⁽⁵⁾	516 A \$ 19.08 ₍₆₎	30,083.74	D	
Common Stock	04/01/2013		S	516 D \$ 34.73	29,567.74	D	

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Based on April 1, 2013 closing price on the New York Stock Exchange for Curtiss-Wright Common Stock, the date on which the shares 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 April 2, 2013
 - (5) Shares were acquired through the exercise of a stock option award made pursuant to the Company's Omnibus Long Term Incentive Plan. This exercise is made pursuant to 10b5-1 trading plan on file with filer's broker.
 - (6) The purchase price reflects the exercise price of an employee stock option awarded to employees under the Company's Omnibus Long Term Incentive Plan.
 - (7) 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.

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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