#### **CURTISS WRIGHT CORP**

Form 4

November 19, 2014

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BENANTE MARTIN R	2. Issuer Name <b>and</b> 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) 11/17/2014	_X_ Director 10% Owner _X_ Officer (give title Other (specification) below)  Executive Chairman		
(Street) PARSIPPANY, NJ 07054	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

PA	RS	IPP/	INA	I $N$	1.07	054

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Secu	rities Acqui	red, Disposed of, o	r Beneficially	Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (	` ′	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)
Common Stock	11/17/2014		M(4)	25,888	A	\$ 69.1 (5)	142,529.1047	D	
Common Stock	11/17/2014		S <u>(1)</u>	12,944	D	\$ 69.8057 (2)	129,585.1047	D	

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)

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. Transactio Code (Instr. 8)	Secu Acqu or D	urities uired (A) isposed of r. 3, 4,	6. Date Exerci Expiration Dat (Month/Day/Y	te	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Unit	\$ 32.97	11/17/2014		M		25,888	11/15/2011	11/17/2014	Common Stock	25,888

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 6	Director	10% Owner	Officer	Other		
BENANTE MARTIN R C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054	X		Executive Chairman			

## **Signatures**

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

11/19/2014

Date

\*\*Signature of Reporting Person

### **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).
- Shares were sold to cover Recipient's tax obligations associated with the vesting of a restricted stock unit award granted under the (1)Company's 2005 Omnibus Long Term Incentive Plan.
- (2) Price reflects the weighted average sales price for all shares sold by Reporting Person on the New York Stock Exchange.
- (3) No price on the date of issue having been granted as an employee benefit transaction.
- Shares acquired through the vesting of a three year restricted stock unit grant that vested on November 17, 2014.
- Based on November 17th, 2014 opening price on the New York Stock Exchange for Curtiss-Wright Common Stock, the first trading day after the restricted share units vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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