

CURTISS WRIGHT CORP

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/29/2001 For Period Ending 11/29/2001

Address	1200 WALL ST W LYNDHURST, New Jersey 07071
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CIK	0000026324
Industry	Aerospace & Defense
Sector	Capital Goods
Fiscal Year	12/31

FORM 4

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

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549 | OMB APPROVAL |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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(f) of the Investment
Company Act of 1940

OMB NUMBER: 3235-0287
EXPIRES:
DECEMBER 31, 2001
ESTIMATED AVERAGE
BURDEN HOURS
PER RESPONSE ... 0.5

1. Name and Address of Reporting Person

Unitrin, Inc.

(Last) (First) (Middle)

One East Wacker Drive

(Street)

Chicago IL 60601

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Curtiss-Wright Corporation / CW

3. I.R.S. Identification Number of Reporting Person, if an entity
(Voluntary)

4. Statement for Month/Year

November / 2001

5. If Amendment, Date of Original (Month/Year)

6. Relationship of Reporting Person(s) to Issuer (Check all applicable) () Director
(XX) 10% Owner
() Officer (give title below)
() Other (specify title below)

7. 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) Common Stock Class B Common Stock

2. Transaction Date (Month/Day/Year) 11/29/2001

3. Transaction Code (Instr. 8) J (see note 1 below)

4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)

D	4,382,400	Common Stock	(see note 1 below)
A	4,382,400	Class B Common Stock	(see note 1 below)
D	4,382,400	Class B Common Stock	(see note 1 below)

5. Amount of Securities Beneficially Owned at End of Month
(Instr. 3 and 4) 0

6. Ownership Form: Direct(D) or Indirect(I) (Instr. 4) N/A

7. Nature of Indirect Beneficial Ownership (Instr. 4)

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

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)

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 of Derivative Securities (Instr. 5)

9. Number of Derivative Securities Beneficially Owned at End of Month
(Instr. 4)

10. Ownership Form of Derivative Security: Direct(D) or Indirect(I)
(Instr. 4)

11. Nature of Indirect Beneficial Ownership (Instr. 4)

EXPLANATION OF RESPONSES:

1. Pursuant to an agreement and plan of merger by and among the Reporting Person, a wholly-owned subsidiary of the Reporting Person and the Issuer, and a distribution agreement by and between the Reporting Person and the Issuer, (i) each share of Common Stock of the Issuer

beneficially owned by the Reporting Person was converted into one share of Class B Common Stock of the Issuer (the "Recapitalization"), and (ii) each share of Class B Common Stock of the Issuer beneficially owned by the Reporting Person was distributed to the shareholders of record of the Reporting Person in a pro rata distribution (the "Distribution"). No consideration was received by the Reporting Person in connection with either the Recapitalization or the Distribution. .

/s/ Scott Renwick

Name: *Scott Renwick*
Title: *Secretary*

November 29, 2001

DATE

** SIGNATURE OF REPORTING PERSON

**** INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACTS CONSTITUTE FEDERAL CRIMINAL VIOLATIONS. SEE 18 U.S.C. 1001 AND 15 U.S.C. 78ff(a).**

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.

End of Filing

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