## **CURTISS WRIGHT CORP**

### FORM 4

(Statement of Changes in Beneficial Ownership)

### Filed 11/22/2006 For Period Ending 11/20/2006

Address 1200 WALL ST W

LYNDHURST, New Jersey 07071

Telephone 201-896-8400 CIK 0000026324

Industry Aerospace & Defense

Sector Capital Goods

Fiscal Year 12/31



[] 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

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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(f) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *				2. Issuer Name <b>and</b> Ticker or Trading Symbol						g Symbo		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
CHAEI	J		CU	RTISS	WR	IG	HT (	COI	RP [	[CW]						
(Last) (First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)									_	10% O	wner	
												X Officer (give title below) Other (specify				
C/O CURTISS-WRIGHT				11/20/2006							,	Vice President and Secretary				
ION, 4 I	BECKE	R														
	<u>FLOOR</u>	<u> </u>														
(Street)										l						
N.I 070	68			,								Ź				
(State)	(Zip)											X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
												<u></u>		g	-	
	Table I	- Non-I	Derivati	ve Securi	_		<del>-</del>			<del></del>	Beneficially	y Owned				
											7. Nature					
		Duic	Execution								Transaction	Tampacuon(s)	Form: B	Beneficial		
				any				(A)						or Indirect	Ownership (Instr. 4)	
					Code	e V	Amour	or (D)	Pr	ice				(I) (Instr. 4)		
			11/20/200	5	A		2961	A	\$36.7	73 (1)	53	50.66		D		
						_										
							<u> </u>			<u> </u>				<del></del>		
			4. Trans.												11. Nature of Indirect	
(Instr. 3) or Exercise Price of Execution Date, if			Securities		Derivative S								Form of Beneficial			
		(Instr. 8)					10 4)	, , , , , , , , , , , , , , , , , , ,			erivative Ownership (Instr. 4)					
				(Instr. 3. 4 and								Owned Following	Direct (D) or Indirect (I) (Instr.			
				5)					Reported							
						Date	e	Expira	ation	Title	Amount or		Transaction (s) (Instr. 4)	(4)		
			Code V	(A)	(D)	Exe	rcisable	Date		111110	Shares					
\$36.73 <sup>(1)</sup>	11/20/2006		A	9002 (2)		11/2	20/2007	11/20/	2016	Common Stock	9002	<b>\$0</b> (3)	44048	D		
	(First)  S-WRIC (ON, 4 I) (Street)  NJ 070 (State)  Le II - Dei 2. Conversion or Exercise Price of Derivative Security	CHAEL J  (First) (Midden S-WRIGHT  (ON, 4 BECKE ), 3RD FLOOR (Street)  NJ 07068  (State) (Zip)  Table I  Table I  Derivative Security  3. Trans. Date	CHAEL J  (First) (Middle)  S-WRIGHT  (ON, 4 BECKER ), 3RD FLOOR (Street)  NJ 07068  (State) (Zip)  Table I - Non-I  Table I - Non-I  2. Conversion or Exercise Price of Derivative Security  11/20/2006	CHAEL J	CHAEL J  (First) (Middle)  3. Date of Early  S-WRIGHT  (ON, 4 BECKER  9, 3RD FLOOR  (Street)  A. If Amendm  (MM/DD/YYYY)  NJ 07068  (State) (Zip)  Table I - Non-Derivative Securities  2. Trans. Date  2. Trans. Date  11/20/2006  Le II - Derivative Securities Beneficially O  2. Conversion of Exercise Price of Derivative Securities Acquired (A Disposed of Disposed of Security  Security  Code V  (A)	CHAEL J  (First) (Middle)  3. Date of Earliest  1. ON, 4 BECKER  3. A Modern Street)  (Street)  (Street)  (Street)  (State)  (State)  (State)  (State)  (Zip)  (A. If Amendment, (MM/DD/YYYY)  (MM/DD/YYYY)  4. If Amendment, (MM/DD/YYYY)  (Instr. 2A. Deemed Execution Date, if any)  (Cod  11/20/2006  A  (Instr. 3, 4 and 5)  (Code V (A) (D)	CHAEL J  (First) (Middle)  3. Date of Earliest Tra  (ON, 4 BECKER  (Street)  NJ 07068  (State) (Zip)  Table I - Non-Derivative Securities Ac  2. Trans. Date  Date  2. Trans. Date  Date, if any  Code  Table II - Derivative Securities Beneficially Owned (Instr. 8)  Date  Date  Date  Trans. Date  Code  Code	CHAEL J  (First) (Middle)  S-WRIGHT  (STWEIGHT  (Street)  Table I - Non-Derivative Securities Acquired  (State)  (Zip)  Table I - Non-Derivative Securities Acquired  2. Trans. Date  Date  Date  Date  11/20/2006  A  2. Trans. Code (Instr. 8) Code (Instr.	CHAEL J  (First) (Middle)  3. Date of Earliest Transaction (Model)  11/20/2006  S-WRIGHT (ON, 4 BECKER D, 3RD FLOOR  (Street)  4. If Amendment, Date Original Model (Model)  (Model)  Table I - Non-Derivative Securities Acquired, Dise Execution Date, if any  2. Trans. Date  Deemed Execution Date, if any  11/20/2006  A 2961 (A) (A) (A) (B) (A) (A) (B) (A) (A) (A) (A) (A) (A) (A) (A) (A) (A	CHAEL J  (First) (Middle)  3. Date of Earliest Transaction (MM/DI  S-WRIGHT  (ON, 4 BECKER  9. 3RD FLOOR  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  NJ 07068  (State)  2. Trans. Date  2. Trans. Date  2. Trans. Date, if any  11/20/2006  A 2961 (A) or Disposed of (Instr. 8)  Code V Amount (D) Pr  11/20/2006  A 2961 (A) A \$36.7  Let II - Derivative Securities Beneficially Owned (e.g. , puts, calls of Execution Date, if any  Security  A 5. Number of Derivative Securities Acquired (A) or Disposed of (D)  (Instr. 3, 4 and 5)  Demend Execution Date, if any  Code V Amount (D) Pr  11/20/2006  Date Deemed Execution Date Securities Acquired (A) or Disposed of (D)  (Instr. 3, 4 and 5)  Date Deemed Execution Date Expiration Date  Code V (A) (D) Date Exercisable Expiration Date  Expiration Date  Code V (A) (D) Date Exercisable Expiration Date  Expiration Date  Code V (A) (D) Date Exercisable Expiration Date	CHAEL J  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  S-WRIGHT  (ON, 4 BECKER  9, 3RD FLOOR  (Street)  A. If Amendment, Date Original Filed  (MM/DD/YYYY)  Table I - Non-Derivative Securities Acquired, Disposed of, or    2. Trans. Date   Original Filed    11/20/2006   A   2961   A   \$36.73 (1)      11/20/2006   A   Deciriative Securities Acquired (A) or Disposed of (D)   Price   Date   D	CHAEL J  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  S-WRIGHT (ON, 4 BECKER D, 3RD FLOOR  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5. Amount of Securities Acquired (A) or Disposed of, or Beneficially (A) or Disposed of (D) (Instr. 3, 4 and 5)  6. Amount of Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  6. Amount of Securities Acquired (Instr. 3 and 4)  7. Title and Amount of Securities Acquired (Instr. 3 and 4)  8. S. Number of Derivative Securities Acquired (Instr. 3 and 4)  8. S. Number of Derivative Securities Acquired (Instr. 3 and 4)  8. S. Number of Derivative Securities Acquired (Instr. 3 and 4)  8. S. Number of Derivative Securities Acquired (Instr. 3 and 4)  8. S. Number of Derivative Securities Acquired (Instr. 3 and 4)  8. Amount or Number of Securities Acquired (Instr. 3 and 4)  8. Amount or Number of Securities Acquired (Instr. 3 and 4)  8. Amount or Number of Shares (Instr. 3 and 4)  8. Amount or Number of Shares (Instr. 3 and 4)  8. Amount or Number of Shares (Instr. 3 and 4)	CHAEL J  (First) (Middle)  (First) (Middle)  (Steward FLOOR  (Street)  A. If Amendment, Date Original Filed (MM/DD/YYYY)  (Street)  (State)  (State)  (Zip)  (Amount of Execution Date, if any Price of Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convert (Instr. 3 and 4)  (A) (A) (B) (Price)  (A) (A) (B) (Price)  (A) (A) (B) (Price)  (A) (A) (B) (B) (B) (B) (B) (B) (B) (B) (B) (B	CHAEL J  CURTISS WRIGHT CORP [ CW ]  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  11/20/2006  S-WRIGHT  (ON, 4 BECKER  3. 3RD FLOOR  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5. Individual or Joint/Group I Applicable Line)  X Form filed by One Reporting Per Form filed by More than One Rep  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  Execution Date, if any  11/20/2006  A   2961	CHAEL J  CURTISS WRIGHT CORP [ CW ]  (Check all applicable)  Director  X_Officer (give title below)  Vice President and Secretary  One below)  Vice President and Secretary  A. If Amendment, Date Original Filed (MM/DD/YYYY)  NJ 07068 (State)  (State)  A. If Amendment, Date Original Filed (MM/DD/YYYY)  NJ 07068 (State)  City  Table I - Non-Derivative Securities Acquired, Date (Code Location)  Date if any  Date (Code V Amount (D) Price (D) or Indirect (D) (Instr. 3) and 4)  Il/20/2006  A. 2961 (A) A 336.73 (I)  Execution (Code V Amount (D) Price (D) Or Exercise (Derivative Securities)  A conversion Date (Derivative Securities)  Conversion Date (Derivative Securities)  A conversion Date (Derivative Securities)  Solution (Code V (A) (D) Date (D) (Instr. 3) and 4)  Derivative (Derivative Securities)  Execution (Code V (A) (D) Date (D) (Instr. 3) and 4)  (Instr. 3, 4 and S) (Instr. 3 and 4)  Date (II - Derivative Securities)  Execution (Code V (A) (D) Date (Expiration Date Securities)  Execution (Code V (A) (D) Exercisable (Date (D) (Instr. 3) and 4)  (Instr. 3, 4 and S) (Instr. 3)  Expiration Date (D) (Instr. 4)  Expiration Date (Spiration Date (Spiratio	

#### **Explanation of Responses:**

- (1) Price is based on the closing price as reported by the New York Stock Exchange for the Corporation's Common Stock as of the date of the grant.
- (2) Up to 1/3 of the shares covered by the option vest on 11/20/07, vesting increases to 2/3 of such shares on 11/20/08, and increasing to all shares on 11/20/09.
- (3) No price on the date of issue, option having been granted as an employee benefit transaction. The option has a value of \$12.08 per share using the Black-Scholes option-pricing model.
- (4) These shares are restricted for a period of three years and are subject to forfeiture if the Officer should leave the employ of the Company.

### **Reporting Owners**

Paparting Owner Name / Address	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
			·					

DENTON MICHAEL J C/O CURTISS-WRIGHT CORPORATION		
4 BECKER FARM ROAD, 3RD FLOOR ROSELAND, NJ 07068	Vice President and Secretary	

### **Signatures**

Paul J. Ferdenzi by Power of Attorney for Michael J. Denton 11/22/2006

\*\* Signature of Reporting Person

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

- 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.