

# 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

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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  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>DENTON MICHAEL J</b>  (Last) (First) (Middle)  <b>C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD</b>  (Street)  <b>PARSIPPANY, NJ 07054</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>CURTISS WRIGHT CORP [ CW ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p style="text-align: center; font-size: 1.2em;"><b>3/7/2014</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input type="checkbox"/> Director <span style="float: right;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float: right;"><input type="checkbox"/> Other (specify below)</span> <p style="text-align: center; font-weight: bold;">Former VP and Secretary</p>
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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	3/7/2014		M		6889	A	\$54.00 (1)	32326.6811	D	
Common Stock	3/7/2014		M		5379	A	\$36.7300 (1)	\$37705.6811	D	
Common Stock	3/7/2014		M		6867	A	\$30.12 (1)	44572.6811	D	
Common Stock	3/7/2014		S (4)		19135	D	\$66.2480 (3)	25437.6811	D	
Common Stock	3/10/2014		M		9791	A	\$30.12 (1)	35228.6811	D	
Common Stock	3/10/2014		M		16264	A	\$30.90	51492.6811	D	
Common Stock	3/10/2014		M		1145	A	\$29.88	52637.6811	D	
Common Stock	3/10/2014		S (4)		27200	D	\$65.2728 (3)	25437.6811	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$54.00	3/7/2014		M		6889		11/17/2008	11/17/2017	Common Stock	6889	\$0 (2)	60345	D	
Option to Purchase Common Stock	\$36.7300	3/7/2014		M		5379		11/20/2007	11/20/2016	Common Stock	5379	\$0 (2)	54966	D	
Option to Purchase Common Stock	\$30.12	3/7/2014		M		16658		11/15/2009	11/15/2018	Common Stock	16658	\$0 (2)	38308	D	
Option to Purchase Common Stock	\$30.90	3/10/2014		M		16264		11/17/2010	11/17/2019	Common Stock	16264	\$0 (2)	22044	D	
Option to Purchase		3/10/2014						11/15/2011	11/15/2020	Common					

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)		(D)	Date Exercisable	Expiration Date	Title				
Common Stock	\$29.88			M			1145			Stock	1145	\$0 (2)	20899	D	

**Explanation of Responses:**

- (1) The purchase price reflects the exercise price of an employee stock option awarded to employees under the Company's Omnibus Long Term Incentive Plan.
- (2) 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.
- (3) The sales price reflects the daily weighted average price.
- (4) Reporting person is selling shares as a result of his retirement from the Company.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENTON MICHAEL J C/O CURTISS-WRIGHT CORPORATION  10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054			Former VP and Secretary	

**Signatures**

Paul J. Ferdenzi by Power of Attorney for Michael J. Denton

3/10/2014

\*\* Signature of Reporting Person

Date

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.

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