

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

1. Name and Address of Reporting Person *				2. Issuer Name <b>and</b> Ticker or Trading Symbol							ng Symb		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
CHAEL	$\mathbf{J}$		(	CU	RTIS	S WI	RI(	<b>GHT</b>	CO	)RP	[ CW	]					
				. D	ate of E	arlies	t Tr	ansac	tion	(MM/	DD/YYYY	Direct	or			10% O	wner
				,									X _ Officer (give title below)			Other (specify	
S-WRIO	THE			3/5/2014													
												i ormer v		<b>14</b> D	eccual y		
,		RD															
(Street)				4. If Amendment, Date Original Filed								6. Individ	6. Individual or Joint/Group Filing (Check				
			(1	(MM/DD/YYYY)								Applicable L	Applicable Line)				
Y, NJ 07	<b>7054</b>											<b>V</b> F 6	1.11	0	D		
(City) (State) (Zip)													Form filed by One Reporting Person Form filed by More than One Reporting Person				
	Table	I - Non-	Deri	vat	ive Secu	ırities	A	equire	ed, I	)ispo	sed of, o	r Beneficiall	y Ow	ned			
1. Title of Security				ns.	2A.											6.	7. Nature
(Instr. 3)			Date								''					Form:	Beneficial
					Date, if			1	(			(Instr. 3 and 4)				Direct (D)	Ownership (Instr. 4)
					larry				C	r						(I) (Instr.	(Instr. 4)
			2/5/2	04.4		Cod	e V	Amou	ınt (I	<u>))                                   </u>	Price					4)	
			3/5/2	014		M		6178	3 A	\$27	.9200 (1)	310	615.68	11		D	
Common Stock 3/5				014		М		3623	3 A	\$36	5.7300 <sup>(1)</sup>	\$35	238.68	811		D	
Common Stock 3/5				014		s		9801	1	\$67	7.7506 <sup>(3)</sup>	25437.6811				D	
			I			1											ļ
le II - Dei	rivative	Securit	ies Bo	ene	ficially	Own	ed (	e.g. ,	put	s, ca	lls, warr	ants, options	, con	vert	ible secur	ities)	
2.		3A.	4.						_				,		1	10.	11. Nature
	Date	Deemed Execution				F						, ,					of Indirect Beneficial
Price of		Date, if					(A) or (Instr. 3 and					(Instr. 5) Secur Benef		Securities	Derivative Ownership y Security: (Instr. 4)	Ownership	
		any														(Instr. 4)	
Security					(Instr. 3, 4	and					Following			or Indirect	direct		
					5)				I			T	1				
			G 1	X 7	(1)					ration	Title	Number of			(s) (Instr. 4)	•,	
	3/5/2014		Code	ľ	(A) (I		11/1	5/2006	11/1	5/2015	Common						
\$27.92	3/3/2014		M		61'	78	11/1	<i>512</i> 000	11/1	<i>n</i> <b>2</b> 013	Stock	6178	\$0	(2)	70857	D	
<u> </u>																	
	CHAEI (First)  S-WRIGION, 10 W BOUI (Street)  Y, NJ 07 (State)  le II - Der  2. Conversion or Exercise Price of Derivative Security	CHAEL J  (First) (Mi  S-WRIGHT ION, 10  W BOULEVA  (Street)  Y, NJ 07054  (State) (Zij  Table  1 - Derivative  2. (Conversion or Exercise Price of Derivative Security	CHAEL J  (First) (Middle)  S-WRIGHT ION, 10 W BOULEVARD (Street)  Y, NJ 07054 (State) (Zip)  Table I - Non-  Ie II - Derivative Securiti  2. Conversion or Exercise Price of Derivative Security  3. Trans. Date Deemed Execution Date, if any	CHAEL J  (First) (Middle)  S-WRIGHT ION, 10  W BOULEVARD  (Street)  Y, NJ 07054  (State) (Zip)  Table I - Non-Derive  2. Trans.   2. Trans.   3.   3.   3.   2.   3.   3.   3.   3	CHAEL J  (First) (Middle) 3. D  S-WRIGHT ION, 10  W BOULEVARD  (Street) 4. If (MM.  Y, NJ 07054  (State) (Zip)  Table I - Non-Derivat  2. Trans. Date  3/5/2014  3/5/2014  10 E II - Derivative Securities Bene  2. Conversion or Exercise Price of Derivative Security  2. Trans. Date  Code [Instr. 8]	CHAEL J  (First) (Middle) 3. Date of E  S-WRIGHT ION, 10 W BOULEVARD  (Street) 4. If Amend (MM/DD/YYY  Y, NJ 07054  (State) (Zip) 2. Trans. Date Date, if any  3/5/2014  2. Conversion or Exercise Price of Derivative Security  2. Code (Instr. 8) Derivative Securities Beneficially  2. Code (Instr. 8) Derivative Securities Code (Instr. 8) Derivative Securities Acquired (Disposed of Code (Instr. 3, 4, 5)  Code (V (A) (Instr. 3, 4, 5)	CHAEL J  (First) (Middle)  3. Date of Earlies  S-WRIGHT  ION, 10  W BOULEVARD  (Street)  Table I - Non-Derivative Securities  2. Trans. Date  2. Trans. Date  2. Trans. Date, if any  Code  3/5/2014  M  3/5/2014  M  3/5/2014  M  3/5/2014  S  IL I - Derivative Securities Beneficially Owned Execution or Exercise Price of Derivative Security  Code  1. If Amendment, (MM/DD/YYYY)  Amendment, (MM/DD/YYYY)  Amendment, (MM/DD/YYYY)  Amendment, (MM/DD/YYYY)  Amendment, (Instr. 2A. Deemed Execution Date, if any)  Code  3/5/2014  M  3/5/2014  S  Code (Instr. 8) Acquired (A) or Disposed of (D)  (Instr. 3, 4 and 5)  Code V (A) (D)	CHAEL J	CHAEL J  (First) (Middle)  3. Date of Earliest Transact  3/5/201  S-WRIGHT  ION, 10  W BOULEVARD  (Street)  4. If Amendment, Date Original Middle (Middle)  4. If Amendment, Date Original Middle (Middle)  Table I - Non-Derivative Securities Acquire  2. Trans. Date  2. Trans. Date  2. Trans. Date  3/5/2014  M 6178  3/5/2014  M 6178  3/5/2014  S 9801  Le II - Derivative Securities Beneficially Owned (e.g., or Derivative Securities Code (Instr. 8)  2. Trans. Date  3/5/2014  M 6178  3/5/2014  S 9801  Le II - Derivative Securities Beneficially Owned (e.g., or Derivative Securities S	CHAEL J	CHAEL J   CURTISS WRIGHT CORP	CHAEL J	CHAEL J  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  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. In Amendment, Date Original Filed (MM/DD/YYYY)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  5. In Amendment, Date Original Filed (MM/DD/YYYY)  6. Individ Applicable L  7. Form file  8. S. Trans. Code (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5)  8. S. WRIGHT  8. S. WRIGHT  9. S. Number of Code (Instr. 8) (Instr. 3, 4 and 5)  9. S. WRIGHT  9. S. Number of Execution (Instr. 3) (Instr. 3, 3 and 4)  9. S. Number of Experiation Date (Instr. 3, 3 and 4)  1. S. Number of Experiation Date (Instr. 3, 3 and 4)  1. S. Number of Experiation Date (Instr. 3, 3 and 4)  1. S. Number of Experiation Date (Instr. 3, 3 and 4)  1. S. Number of Experiation Date (Instr. 3, 3 and 4)  1. S. Number of Experiation Date (Instr. 3, 3 and 4)  1. S. Number of Experiation Date (Instr. 3, 3 and 4)  1. S. Number of Experiation Date (Instr. 3, 3 and 4)  1. S. Number of Experiation Date (Instr. 3, 3 and 4)	CHAEL J  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  S-WRIGHT (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State) (Zip)  (A)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) and 4)  2. Trans. Date Date Execution (Instr. 3)  Date Date Securities Acquired (A)  (Instr. 3)  (I	CHAEL J  (First) (Middle)  S-WRIGHT (STreet)  (Street)  (State) (Zip)  (Zip)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State) (Zip)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State) (Zip)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State) (Zip)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State) (Zip)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State) (Zip)  (Street)  4. If Amendment, Date Original Filed (MM/DD/YYYY)  (State) (Zip)  (Street)  (MM/DD/YYYY)  (State) (Zip)  (Street)  (MM/DD/YYYY)  (State) (Zip)  (Street)  (MM/DD/YYYY)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 3, 4 and 5)  (Instr. 3 and 4)  (Instr. 3)  (Instr. 3, 4 and 4)  (Instr. 3)  (Instr. 3, 4 and 4)  (Instr. 3)  (Instr. 3, 4 and 4)  (Instr. 5)	CHAEL J  CURTISS WRIGHT CORP [ CW ]  (First) (Middle)  3. Date of Earliest Transaction (MM/DD/YYYY)  S-WRIGHT  (ON, 10  W BOULEVARD  (Street)  4. If Amendment, Date Original Filed  (MM/DD/YYYY)  W BOULEVARD  (State)  (State)  (State)  (State)  2. Trans. Date  Date  Execution Date, if any  3/5/2014  M 6178 A \$27.9200 (1)  3/5/2014  M 3623 A \$36.7300 (1)  3/5/2014  S 9801 D \$67.7506 (3)  2.5437.6811  LE II - Derivative Securities Beneficially Owned (e.g. , puts, calls, warrants, options, convertible securing or Exercise Price of Derivative  Code V (A)  (Instr. 3, 4 and 5)  Date Demend Date Execution Code Code Code Code Code Code Code Code	CHAEL J  CURTISS WRIGHT CORP [ CW ]  (First) (Middle)  3. Date of Earliest Transaction (MM/DDYYYY)  S-WRIGHT (ION, 10 W BOULEVARD)  (Street)  4. If Amendment, Date Original Filed (MM/DDYYYY)  (State) (Zip)  4. If Amendment, Date Original Filed (MM/DDYYYY)  (State) (Zip)  4. If Amendment, Date Original Filed (MM/DDYYYY)  (State) (Zip)  5. Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned  2. Trans. Date  Code V Amount (D) Price  3/5/2014  M 0 6178 A \$27.9200 (D) \$31615.6811  D 0 \$35/2014  M 0 3623 A \$36.7300 (D) \$35238.6811  D 0 \$35/2014  S 9801 D \$67.7506 (D) \$25437.6811  D 0 \$801 D \$67.7506 (D) \$801.75

### **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.

#### **Reporting Owners**

Demontine Overson Name / Address		Relationships					
Reporting Owner Name / Address	Director 10%	Owner Offic	er	Other			

DENTON MICHAEL J C/O CURTISS-WRIGHT CORPORATION		
	Former VP and Secetary	
10 WATERVIEW BOULEVARD		
PARSIPPANY, NJ 07054		

### **Signatures**

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

\*\* Signature of Reporting Person

Date

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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.