FORM 4

[] 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 and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issue (Check all applicable)				
		(Check an applicable)				
FLATT DEAN M	CURTISS WRIGHT CORP [CW]					
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	X Director 10% Owner				
		Officer (give title below) Other (specify				
C/O CURTISS-WRIGHT	2/18/2014	below)				
CORPORATION, 10						
WATERVIEW BOULEVARD						
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)				
PARSIPPANY, NJ 07054						
· ·		X Form filed by One Reporting Person				
(City) (State) (Zip)		Form filed by More than One Reporting Person				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Common Stock	2/18/2014		A ⁽¹⁾		1179 (2)	A	\$59.41 ⁽³⁾	5765	D	
		any	Code	v	Amount	or			(I) (Instr. 4)	(1130.4)
		Date, if any				(A)			Direct (D) or Indirect	1
		Execution	(Instr. 8) (Instr. 3, 4 and 5)		d 5)	(Instr. 3 and 4)		Beneficial		
(Instr. 3)	Date						Ownership			
1.Title of Security	2. Trans.	2A.	3. Trans. 4. Securities Acquired		Acquired	5. Amount of Securities Beneficially Owned	6	7. Nature		

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

					ť	、 U							
2.	3.	3A.	4.	5. Nu	mber of	6. Date Exe	cisable	7. Tit	le and Amount of	8. Price of	9. Number	10.	11. Nature
Conversion	Trans.	Deemed	Trans.	Deriv	ative	and Expirati	on Date	Secu	rities Underlying	Derivative	of	Ownership	of Indirect
or Exercise	Date	Execution	Code	Secur	ities			Deriv	ative Security	Security	derivative	Form of	Beneficial
Price of		Date, if	(Instr. 8) Acqu	ired (A) or			(Instr	: 3 and 4)	(Instr. 5)	Securities	Derivative	Ownership
Derivative		any		Dispo	sed of (D)						Beneficially	Security:	(Instr. 4)
Security											Owned	Direct (D)	
				(Instr	. 3, 4 and						Following	or Indirect	
				5)							Reported	(I) (Instr.	
						Date	Expiration		A mount or Number of		Transaction	4)	
			Code	/ (A)	(D)	Exercisable	Date	Title	Shares		(s) (Instr. 4)		
	or Exercise Price of Derivative	or Exercise Date Price of Derivative	Conversion Trans. Deemed or Exercise Date Execution Price of Derivative any	Conversion Trans. Deemed Trans. or Exercise Date Execution Date, if Orivative Security	Conversion Trans. Deemed Trans. Deriv or Exercise Date Date Date, if Derivative Security (Instr. 8) (Instr. 8) (Instr. 8) (Instr. 9)	Conversion Trans. Deemed Trans. Deemed Execution Date, if any Security Security Trans. Deemed Instruction Date, if any Code Code Code Code Code Code Code Code	2. 3. 3A. Deemed or Exercise Price of Derivative Security Security Security Security Date if any Determined to the securitie of Determine of Determi	Conversion or Exercise Date Date Execution Date, if any Securities Securities Security Security Derivative Security Determined Date, if any Determined Date Determined Date, if any Determined Date Date Date Date Date Date Date Date	2. Conversion Or Exercise Price of Derivative Security 3. Date Date, if any 4. Code (Instr. 8) Code (Instr. 8) Code (Instr. 3, 4 and 5) Date Date Code Co	2. 3. 3A. 4. 5. Number of Derivative 6. Date Exercisable and Expiration Date 7. Title and Amount of Securities Underlying Derivative Security Price of Derivative Security Date, if any If any Code (Instr. 8) Scale (Instr. 8) 6. Date Exercisable and Expiration Date 7. Title and Amount of Securities Underlying Derivative Security Security Date, if any If any Instr. 8) Disposed of (D) Instr. 3, 4 and 5) Title Amount or Number of Date	2. 3. 3A. 4. 5. Number of Derivative 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) Price of Derivative Security Date, if any 1. Instr. 8) 5. Number of Derivative Securities 6. Date Exercisable and Expiration Date 7. Title and Amount of Securities Underlying Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5) Securities 0. Instr. 8) 1. Instr. 8) 1. Instr. 3, 4 and 5. 1. Date 1. Instr. 5) Date Date Expiration Title Amount or Number of Title	2. 3. 3A. 4. 5. Number of Derivative Securities 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3) and 4) 8. Price of Derivative of Securities Underlying Derivative Security (Instr. 5) Price of Derivative Security Date, if any 4. 5. Number of Derivative Securities 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3) and 4) 8. Price of Derivative Security (Instr. 5) 9. Number of Securities Underlying Derivative Security (Instr. 5) Securities 0. 0. 0. 0. 0. 0. Derivative Security 0. 0. 0. 0. 0. 0. Derivative Security 0. 0. 0. 0. 0. 0. 0. Securities 0. 0. 0. 0. 0. 0. 0. 0. Securities 0. <td< td=""><td>2. 3. 3A. 4. 5. Number of Derivative Securities 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3) and 4) 8. Price of 9. Number of Ownership Securities Price of Derivative Security Date, if any 10. 10. 0. Vertice of Derivative Security Date, if any 10. 0. 0. 0. Vertice of Derivative Security Date, if any 10. 0. 0. 0. 0. Vertice of Derivative Security Date, if any 10. 0. 0. 0. 0. 0. Vertice of Derivative Security Date, if any 0. 0. 0. 0. 0. 0. 0. 0. Vertice of Derivative Security 0.</td></td<>	2. 3. 3A. 4. 5. Number of Derivative Securities 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3) and 4) 8. Price of 9. Number of Ownership Securities Price of Derivative Security Date, if any 10. 10. 0. Vertice of Derivative Security Date, if any 10. 0. 0. 0. Vertice of Derivative Security Date, if any 10. 0. 0. 0. 0. Vertice of Derivative Security Date, if any 10. 0. 0. 0. 0. 0. Vertice of Derivative Security Date, if any 0. 0. 0. 0. 0. 0. 0. 0. Vertice of Derivative Security 0.

Explanation of Responses:

- (1) Shares were issued pursuant to the Company's 2005 Non-Employee Director Compensation Plan in which non-employee directors receive an annual grant of restricted stock for service on the board. The restrictions on these shares lapse upon the shorter of (a) three years from the date of grant or (b) until such time as the service of the recipient as a Non-employee Director of the Company shall have ended by reason of his or her (i) death or disability or (ii) failure to be reelected.
- (2) The number of shares is arrived by dividing the closing price of the Issuer's securities on February 11, 2014 into \$70,000, the amount of the stock award granted to the Issuer's non-employee directors.
- (3) Price is based on the closing price on of the Issuers securities as reported on the New York Stock Exchange for February 11, 2014, the date the award was approved by the Issuer's Board of Directors

Reporting Owners

Penerting Owner Name / Address	Relationships						
Reporting Owner Name / Address	Director	10%	Owner	Officer	Other		
FLATT DEAN M C/O CURTISS-WRIGHT CORPORATION	X						
10 WATERVIEW BOULEVARD							

PARSIPPANY, NJ 07054			
Signatures			
Paul J. Ferdenzi for Dean Flatt by Pov	ver of Att	orney	2/18/2014
** 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. 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.