

[] 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 OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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 S. Relationship of Reporting Person(s) to Issuer (Check all applicable) Check all applicable) Check all applicable Check all applicab																			
Clast (First Middle Mi	1. Name and Address of Reporting Person *					2. Issuer Name and Ticker or Trading Symbol							g Syml						
Clast Clas	DENTON MI	CHAE	L J			CU	RTISS	WRI	[G	HT (COl	RP [CW]					
C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD A	(Last) (First) (Middle)				3	3. Date of Earliest Transaction (MM/DD/YYYY)								(i) Direct	or	_	10% O	wner	
C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD 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 title of Security (Instr. 3) Table II - Derivative Securities Beneficially Code Table II - Derivative Securities Beneficially Conversion Table II - Derivative Securities Beneficially Code Table II - Derivative Securities Comersion Table II - Derivative Securities Code Table II - Derivative Securities Cod	, ,														cer (give title	e below)	Othe	r (specify	
CORPORATION, 10 WATERVIEW BOULEVARD Street	C/O CURTIS	S-WRI	GHT			1/15/2014								,					
A. If Amendment, Date Original Filed (MM/DD/YYYY) Securities Acquired (Applicable Line) Applicable Line X_Form filed by One Reporting Person Form filed by More than One Reporting Person Form filed by More than One Reported Form filed by More than One Reporting Person Form filed by More than One Reported Form filed by More than One Reported Form filed by More than One Reported Form filed by More than One Form filed by Mor	CORPORAT	ION, 10)														•		
PARSIPPANY, NJ 07054 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of Security (Instr. 3) Pearmed (Instr. 3) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3, 4 and 5) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 4) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3) Table II - Derivative Securities Beneficially Owned (1) (Instr. 3) Table II - Derivative Securities Instruction Date (1) (Instr. 3) Table II - Derivative Securities Instruction Date (1) (Instr. 3) Table II - Derivative Securities Instruction Date (1) (Instr. 3) Table II - Derivative Securities Instruction Date (1) (Instr. 3) Table II - Non-Derivative Securities Instruction Date (1) (Instr. 3) Table II - Non-Derivative Secu	WATERVIE	W BOU	LEV	ARD															
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of Security (Instr. 3) 2. Trans. Deemed (Instr. 8) 1. Title of Security (Instr. 3) 2. Trans. Deemed (Instr. 8) 3. Trans. Deemed (Instr. 8) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4) 4. Trans. Deemed (Instr. 8) 4. Trans. Deemed (Instr. 8) 4. Trans. Deemed (Instr. 8) 5. Number of Derivative Security (Instr. 3 and 4) 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Derivative Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 3) 9. Number of Indirect (Instr. 4) 9. N		(Street)							at	te Orig	inal	Filed	1			nt/Group I	Filing (Che	eck	
Table I - Non-Derivative Securities 2.1 Trans. 2.2 2.4 2.2 2.4 2	PARSIPPAN	Y, NJ 0'	7054											V F	1. 110	D			
1. Title of Security (Instr. 3) 2. Trans. Date Execution (Instr. 8) 2. Trans. Deemed (Instr. 3, 4 and 5) 3. Trans. Deemed (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) 4. Securities Acquired (A) or Disposed of (D) 4. A (1) A (7311 A	(City)	(State)		(Zip)														1	
Code			Tab	ole I - Nor	ı-Deri	vati	ve Secur	ities A	۱c	quirec	l, Di	spos	ed of,	or Beneficially	y Owned				
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 (Instr. 3) 2. Security (Instr. 3) 3. Trans. Code Price of Derivative Security (Instr. 8) 3. Acquired (A) or Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities Underlying Derivative Security (Instr. 3 and 4) 5. Number of Derivative Securities Underlying Derivative Security (Instr. 3 and 4) 6. Date Exercisable and Expiration Date (Instr. 3, 4 and 5) 7. Title and Amount of Number of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Ownership Gerivative Security (Instr. 5) 8. Price of Derivative Security (Instr. 5) 9. Number Dorivative Security (Instr. 3 and 4) 9. Ownership Form of Indirect (I) (Instr. 4) 10. Ownership Form of Privative Security (Instr. 4) 11. Nature Ownership Securities Underlying Derivative Security (Instr. 3 and 4) 12. Amount or Number of Ownership Securities Underlying Derivative Security (Instr. 4) 13. Acquired (A) or Disposed of (D) 14. A strain Amount or Number of Derivative Security (Instr. 4)					Deemed Execution		Code or Disposed of (D)				of (D)	red (A)	Owned Following	Owned Following Reported Transaction(s)			of Indirect Beneficial		
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 Securi								Code	v	Amoun	or	P	rice	(Instr. 3 and 4)			or Indirect (I) (Instr.		
1. Title of Derivate Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security Security (Instr. 3) 3. Deemed Instr. 3) 3. Conversion or Exercise Price of Derivative Security (Instr. 3) 3. Code (Instr. 8) Date Date Expiration Date 4. Deemed Instr. 3. Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Date Expiration Date Expiration Date Expiration Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) 8. Price of Derivative Security (Instr. 5) Securities Derivative Security (Instr. 5) Derivative Security (Instr. 5) Securities Derivative Security Owned Prologous Price (D) or Indirect (D) or In	Common Stock				1/15/	2014					<u> </u>			254	437.6811				
Security (Instr. 3) Perivative (Instr. 3) Deemed (Instr. 4) Date (Instr. 3) Deemed (Instr. 3) Derivative Securities (Instr. 3) Derivative Securities (Instr. 3) Derivative Securities Derivative Securities Derivative (Instr. 3) Deemed (Instr. 3) and 4) Ownership Ownersh	Tal	ole II - De	rivati	ive Secur	ities B	enef	icially O	wned	(e.g. , p	outs,	calls	s, war	rants, options	, convert	ible secur	ities)		
Date Expiration Title Amount or Number of (c) (facts 4)	Security	Conversion or Exercise Price of Derivative	on Trans. Date	Deemed Execution Date, if any	Trans. Code	Deri Secu Acq Disp	vative urities uired (A) or posed of (D)	and E	and Expiration Date Securities Underly Derivative Securit					derlying ecurity 4)	Derivative of Security (Instr. 5) S B C F R	of derivative Securities Beneficially Owned Following Reported	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	of Indirect Beneficial Ownership	
					Code V	(A) (D)				t or Number of			(4)					

Explanation of Responses:

- (1) Shares were purchased pursuant to the Company's 2003 Employee Stock Purchase Plan, under which Participant agrees to payroll deductions prior to the commencement of a six month offering period whereby the payroll deductions are accumulated for the purchase of shares at the end of the offering period.
- (2) The purchase price is calculated by giving a 15% discount on the average selling price of the Company's common stock price on December 31, 2013, the last day of the offering period.

Reporting Owners

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

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

1/17/2014

** 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.