

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
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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>  <small>(Last) (First) (Middle)</small>  <b>C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD</b>  <small>(Street)</small>  <b>PARSIPPANY, NJ 07054</b>  <small>(City) (State) (Zip)</small>	<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 align="center"><b>3/20/2014</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 type="checkbox"/> Officer (give title below) <span style="float:right"><input checked="" type="checkbox"/> Other (specify below)</span> <b>Former Vice President and Sect</b>
<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	3/19/2014		A (1)		6008	A	\$61.91 (2)	23865.6793	D	
Common Stock	3/20/2014		S (3)		2014	D	\$62.3709 (4)	21851.6793	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				

**Explanation of Responses:**

- (1) These shares were acquired through a performance share grant under the Company's 2005 Long Term Incentive Plan, whereby the executive received a predetermined number of shares of Curtiss-Wright Common Stock based on the Company's aggregated three year performance to its budget and its aggregated three year performance against the performance of its peer group.
- (2) Based on March 19, 2014 closing price on the New York Stock Exchange for Curtiss-Wright Common Stock, the date on which the shares vested.
- (3) Shares were sold in compliance with the Company's share ownership guidelines whereby the executive may sell one half of the vested shares to pay individual income tax obligations associated with the vesting of the award. Reporting Person sold additional shares from prior grant to offset tax obligation from prior grant due to insufficient withholding.
- (4) Weighted average selling price of shares sold on March 20, 2014.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>DENTON MICHAEL J C/O CURTISS-WRIGHT CORPORATION</b>				

10 WATERVIEW BOULEVARD  
PARSIPPANY, NJ 07054

Former Vice President and Sect

**Signatures**

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

**3/24/2014**

\*\* 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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