

# 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 Issuer (Check all applicable)  |  |
| <b>DENTON MICHAEL J</b>                                       |  | <b>CURTISS WRIGHT CORP [ CW ]</b>                 |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Vice President and Secretary</b> |  |
| (Last) (First) (Middle)                                       |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| <b>C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD</b> |  | <b>2/3/2014</b>                                   |  |  |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>PARSIPPANY, NJ 07054</b>                                   |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)  |  |   |  |  |  |

**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                    | 2/3/2014       |                                   | M (1)                     |   | 475   | A          | \$27.96 (2)   | 25912.6811   | D   |       |
| Common Stock                    | 2/3/2014       |                                   | S                         |   | 475   | D          | \$61.17   | 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 |  |   |  |  |
| Option to Purchase Common Stock          | \$27.96  | 2/3/2014       |                                   | M                         |  | 475 | 11/16/2005                              | 11/16/2014 | Common Stock  | 475             | \$0 (3)                                    | 77510   | D  |  |

**Explanation of Responses:**

- (1) Shares were acquired through the exercise of a stock option award made pursuant to the Company's Omnibus Long Term Incentive Plan. This exercise is made pursuant to 10b5-1 trading plan on file with filer's broker
- (2) The purchase price reflects the exercise price of an employee stock option awarded to employees under the Company's Omnibus Long Term Incentive Plan.
- (3) 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.

**Reporting Owners**

| Reporting Owner Name / Address                             | Relationships |           |                                     |       |
|--|---------------|-----------|-------------------------------------|-------|
|  | Director      | 10% Owner | Officer                             | Other |
| <b>DENTON MICHAEL J<br/>C/O CURTISS-WRIGHT CORPORATION</b> |               |           | <b>Vice President and Secretary</b> |       |

|  |  |  |  |  |
|--|--|--|--|--|
| <b>10 WATERVIEW BOULEVARD<br/>PARSIPPANY, NJ 07054</b> |  |  |  |  |
|--|--|--|--|--|

**Signatures**

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

**2/5/2014**

\*\* 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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