FORM 4
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[] 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

	2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer				
1. Name and Address of Reporting Person *	2. Issuel Name and Tickel of Trading Symbol					
		(Check all applicable)				
DENTON MICHAEL J	CURTISS WRIGHT CORP [ CW ]					
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	Director 10% Owner				
		X Officer (give title below) Other (specify				
	F/11/2012	below)				
C/O CURTISS-WRIGHT	7/11/2013	Vice President and Secretary				
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

				-		-			
2. Trans.	2A.	3. Trans. 4. Securities Acquired (A) 5		cquired (A)	5. Amount of Securities Beneficially	6.	7. Nature		
Date	Deemed	Code	Code or Disposed of $(\hat{D})$ O		(D)	Owned Following Reported Transaction	Ownership	of Indirect	
	Execution	(Instr.	Instr. 8) (Instr. 3, 4 and 5) ((		5)	(s)	Form:	Beneficial	
	Date, if					(Instr. 3 and 4)	Direct (D)	Ownership	
	any		(A)				or Indirect	(Instr. 4)	
					or			(I) (Instr.	
		Code	V	Amount	(D)	Price		4)	
7/11/2013		A (1)		665.2118	A	\$31.5690 (2)	30232.95	D	
	Date	Date Deemed Execution	Date Deemed Code (Instr. 3) Date, if any Code (Code (Instr. 3)) Code (Code (Instr. 3))	Date Deemed Code Execution Date, if any Code V	Date Deemed Execution Date, if any Code V Amount 7/11/2013	Date Deemed Execution Date, if any Code (Instr. 8) (Instr. 3, 4 and Code (Instr. 8) (Ins	Date Deemed Execution Date, if any Code (Instr. 8) Code (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Code V Amount (D) Price 7/11/2013	Date Deemed Execution (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3 and 4) (Instr. 3 and 4) (Instr. 3 and 4)	Date     Deemed Execution Date, if any     Code (Instr. 8)     or Disposed of (D) (Instr. 3, 4 and 5)     Owned Following Reported Transaction (s)     Ownership Form: Direct (D) or Indirect (I) (Instr. 4)       7/(1/2013)     Code     V     Amount (GS 2118)     Price     Owned Following Reported Transaction (s)     Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

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

						·	、 U			/ / <b>L</b> /			,	
1. Title of Derivate	2.	3.	3A.	4.	5. Nun	ber of	6. Date Exe	cisable	7. Tit	le and Amount of	8. Price of	9. Number	10.	11. Nature
Security	Conversion	Trans.	Deemed	Trans.	Deriva	tive	and Expirati	on Date	Secu	rities Underlying	Derivative	of	Ownership	of Indirect
(Instr. 3)	or Exercise	Date	Execution	Code	Securit	ies	_		Deriv	vative Security	Security	derivative	Form of	Beneficial
	Price of		Date, if	(Instr. 8	Acquir	ed (A) or			(Instr	: 3 and 4)	(Instr. 5)	Securities	Derivative	Ownership
	Derivative		any		Dispos	ed of (D)						Beneficially	Security:	(Instr. 4)
	Security		-		_							Owned	Direct (D)	
	-				(Instr. 1	3, 4 and						Following	or Indirect	
					5)							Reported	(I) (Instr.	
							Date	Expiration		Amount or Number of		Transaction	4)	
				Code V	(A)	(D)	Exercisable	Expiration Date	Title	Shares		(s) (Instr. 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 June 30, 2013, the last day of the offering period.

# **Reporting Owners**

Paparting 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 A	Attorney for Michael J. Denton	7/12/2013

\*\* Signature of Reporting Person

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).

Date

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.