

CURTISS WRIGHT CORP

FORM 424B3

(Prospectus filed pursuant to Rule 424(b)(3))

Filed 5/18/1994

Address	1200 WALL ST W LYNDHURST, New Jersey 07071
Telephone	201-896-8400
CIK	0000026324
Industry	Aerospace & Defense
Sector	Capital Goods
Fiscal Year	12/31

CURTISS-WRIGHT CORPORATION

PROSPECTUS SUPPLEMENT

MAY 18, 1994

The following information adds to or modifies information previously contained in (1) the prospectus dated April 17, 1980 covering shares of Common Stock issued under the Corporation's Restricted Stock Purchase Plan and 1979 Restricted Stock Purchase Plan (File No. 2-64427) and (2) the prospectus dated May 24, 1989 covering shares issued under the Corporation's 1989 Restricted Stock Purchase Plan (File No. 33-28576) offered for the benefit of "Selling Shareholders."

1. Outside Cover Page: 56,698 shares of Common Stock
(par value \$1.00 per share)

This prospectus covers the offer of shares of Common Stock of Curtiss-Wright Corporation (the "Corporation") issued under (1) the Corporation's Restricted Stock Purchase Plan in 1969, 1975, 1976, 1977 and 1978, (2) under the Corporation's 1979 Restricted Stock Purchase Plan in 1979, 1980, 1981, 1982, 1983, 1984, 1985, 1986, 1987 and 1988 and (3) the Corporation's 1989 Restricted Stock Purchase Plan in 1989, 1990 and 1991 (subject to lapsing on August 21, 1994 as to shares issued in 1991 of contractual restrictions on the right of transfer of said shares), and not repurchased by the Corporation. Each of the persons named herein under the heading "Selling Shareholders" will sell such shares on national securities exchanges or in the over-the-counter market at the prices prevailing at the time of such sales, and the commissions payable will be regular commissions of brokers for effecting such sales. The net proceeds to the Selling Shareholders will be the proceeds received by them upon such sales less such brokerage commissions. The Corporation will not receive any of the proceeds from the sale of these shares.

2. Inside Cover Page: Statement of Available Information

The Corporation is subject to the informational requirements of the Securities Exchange Act of 1934, as amended, and in accordance therewith files periodic reports, proxy statements and other information with the Securities and Exchange Commission (the "Commission"). Such reports

can be inspected and copied at the public reference facilities maintained by the Commission at 450 **Fifth Street, N.W.,**

Room 1024, Washington, DC 20549 and at the following regional offices of the Commission:

the New York Regional Office, 7 World Trade Center, New York, NY 10007 and the Chicago Regional Office, Everett McKinley Dirksen Building, 219 South Dearborn Street, Chicago, Illinois 60604. Copies of such material can be obtained from the Public Reference Section of

the Commission at 450 Fifth Street, N.W., Washington) DC 20549 at

prescribed rates. Such reports, proxy statements and other information can also be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, NY 10005.

The Corporation hereby undertakes to provide without charge to each person to whom a copy of this Prospectus has been delivered, on the written or oral request of any such person, a copy of any or all of the documents referred to herein which may have been or may be incorporated in this Prospectus by reference, other than certain exhibits to such documents. Requests for such copies should be directed to Dana M. Taylor, Jr., Secretary, Curtiss-Wright Corporation, 1200 Wall Street West, Lyndhurst, NJ 07071; Telephone: (201) 460-8108. - 1 -

3. Selling Shareholders

Set forth below is a list of Selling Shareholders, their addresses, relationship with the Corporation or its affiliates during the past three years, number of shares of Common Stock, par value \$1.00 per share, of the Corporation beneficially owned by them, the amount of shares to be offered for their accounts hereunder and shares to be owned by them after completion of this offering. None of the Selling Shareholders owns in excess of one percent (1%) of the outstanding Common Stock of the Corporation. Unless otherwise indicated, the address of each Selling Shareholder is 1200 Wall Street West, Lyndhurst, NJ 07071 and the relationship is with the Corporation.

Name, Address & Relationship	Shares Owned Prior to Offering	Shares Offered	Shares to be Owned After Completion of Offering
Robert Bosi Vice President, Finance since January 1993; Treasurer 1990-1993	1,000	1,000	0
Shirley D. Brinsfield, Chairman	28,875	16,875	12,000
David Lasky, President since May 1993; formerly Senior Vice President, General Counsel and Secretary	23,641	18,071	5,570
Robert E. Mutch Exec. Vice President; President Curtiss-Wright Flight Systems, Inc. and Curtiss-Wright Flight Systems/Shelby, Inc. 300 Fairfield Rd Fairfield, NJ 07006	3,250	3,250	0
Gerald Nachman Exec. Vice President; President, Metal Improvement Company, Inc. 10 Forest Ave Paramus, NJ 07652	15,726	11,426	4,300
Kenneth P. Slezak Controller	1,000	1,000	0
Dana M. Taylor, Jr. Secretary; General Counsel (From May 1993); Assistant General Counsel (July 1992 to May 1993); Senior Attorney (February 1979-July 1992)	1,950	1,950	0
George J. Yohrling Vice President; Sr. Vice President/General Manager, Curtiss-Wright Flight Systems, Inc. and Curtiss-Wright Flight Systems/Shelby, Inc. 201 Old Boiling Springs Rd. Shelby, NC 28152	3,126	3,126	0

4. Indemnification

The General Corporation Law of the State of Delaware (the "GCL") permits indemnification of directors and officers, employees and others against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation -- a "derivative action") if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard of conduct is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with defense or settlement of such an action.

The Corporation's Certificate of Incorporation provides that each person who was or is a party or is threatened to be made a party to any claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other, by reason of the fact that such person, or a person of whom such person is a legal representative, is or was a director, officer, or employee of the Corporation, or is or was serving in the course or such employment, or at the request of the Corporation, as a director, officer, employee or representative of another entity, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the GCL, as it presently exists or may hereafter be amended, against all expense, liability or loss (including attorney's fees, judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred by such person in connection therewith.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "1933 Act") may be permitted to directors, officers or persons controlling the Corporation pursuant to the foregoing provisions, the Corporation has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable.

5. Legal Opinion

The legality of the shares offered hereby has been passed on by Stephen R. Bosin, Esq. Mr. Bosin is an attorney in the Law Department of Curtiss-Wright Corporation, 1200 Wall Street West, Lyndhurst, NJ 07071. Mr. Bosin is the owner of 400 shares of Common Stock of the Corporation.

Requests for information relating to this prospectus should be directed to Dana M. Taylor, Jr., Secretary, Curtiss-Wright Corporation, 1200 Wall Street West, Lyndhurst, NJ 07071; Telephone: (201) 460-8108.

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