

# 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,  
Section 17(a) of the Public  
Utility Holding Company Act of 1935 or Section 30(f) of the  
Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>BENANTE MARTIN R</b>  (Last) (First) (Middle)  <b>C/O CURTISS-WRIGHT CORPORATION, 4 BECKER FARM ROAD, 3RD FLOOR</b>  (Street)  <b>ROSELAND, NJ 07068</b>  (City) (State) (Zip)	<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>2/20/2004</b></p>	<b>5. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b>  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <p align="center"><b>Chairman and CEO</b></p>
<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	2/20/2004		M		5816	A	\$19.00	5816	D	
Common Stock	2/20/2004		M		8300	A	\$18.83	14116	D	
Common Stock	2/20/2004		M		7816	A	\$18.78	21932	D	
Common Stock	2/20/2004		M		113	A	\$18.92	22045	D	
Common Stock	2/20/2004		S (I)		16645	D	\$47.09	5400	D	
Common Stock	2/23/2004		S (I)		5400	D	\$46.52	0	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	\$19.00 (2)	2/20/2004		M		5816	11/18/2000	11/18/2007	Common Stock	5816	\$0 (3)	68326	D	
Option to Purchase Common Stock	\$18.83 (2)	2/20/2004		M		8300	11/16/2001	11/16/2008	Common Stock	8300	\$0 (3)	60026	D	
Option to Purchase Common Stock	\$18.78 (2)	2/20/2004		M		7816	4/27/2002	11/16/2008	Common Stock	7816	\$0 (3)	52210	D	
Option to Purchase Common Stock	\$18.92	2/20/2004		M		113	11/16/2002	11/16/2009	Common Stock	113	\$0 (3)	52097	D	

**Explanation of Responses:**

- (1) Mr. Benante sold shares of Curtiss-Wright stock pursuant to an approved Rule 10B5-1 Plan.
- (2) Mr. Benante exercised options pursuant to an approved Rule 10B5-1 Plan to cover certain expenses related to the purchase of a home.
- (3) Derivative security was granted pursuant to a Company sponsored employee long term incentive plan.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BENANTE MARTIN R C/O CURTISS-WRIGHT CORPORATION 4 BECKER FARM ROAD, 3RD FLOOR ROSELAND, NJ 07068</b>	<b>X</b>		<b>Chairman and CEO</b>	

**Signatures**

**Paul J. Ferdenzi by Power of Attorney for Martin R. Benante**

**2/24/2004**

\*\* 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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