

# 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

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>Linton David J</b>		<b>CURTISS WRIGHT CORP [ CW ]</b>		<input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Co-Chief Operating Officer</b>	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)				
	<b>11/17/2008</b>				
C/O CURTISS-WRIGHT CORPORATION, 4 BECKER FARM ROAD, 3RD FLOOR		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(Street)					<input checked="" type="checkbox"/> Form filed by One Reporting Person
<b>ROSELAND, NJ 07068</b>					<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)			
Common Stock	11/17/2008		A		9807 (1)	A	\$30.12 (2)	31983.9805	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	Title	Amount or Number of Shares				
Option to Purchase Common Stock	\$30.12 (2)	11/17/2008		A		32928 (4)		11/17/2009	11/17/2018	Common Stock	32928	\$0 (3)	81777	D	

**Explanation of Responses:**

- (1) These shares are restricted for a period of three years and are subject to forfeiture if the Officer should leave the employ of the Company.
- (2) Price is based on the closing price as reported by the New York Stock Exchange for the Corporation's Common Stock as of November 14, 2008.
- (3) There is no cost associated with this option as it is granted through an employee benefit plan. The option has a share value of \$8.97 per share based on the Black-Scholes valuation model.
- (4) Up to 1/3 of the shares covered by the option vest on 11/17/09, vesting increases to 2/3 of such shares on 11/17/10, and increasing to all shares on 11/17/11.

**Reporting Owners**

Reporting Owner Name / Address	Relationships	

	Director	10% Owner	Officer	Other
<b>Linton David J</b> <b>C/O CURTISS-WRIGHT CORPORATION</b> <b>4 BECKER FARM ROAD, 3RD FLOOR</b> <b>ROSELAND, NJ 07068</b>			<b>Co-Chief Operating Officer</b>	

**Signatures**

**Paul J. Ferdenzi by Power of Attorney for David J. Linton**

**11/18/2008**

\*\* 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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