

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**

OMB APPROVAL
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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

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|---|---|---|
| 1. Name and Address of Reporting Person * DENTON MICHAEL J <small>(Last) (First) (Middle)</small> C/O CURTISS-WRIGHT CORPORATION, 10 WATERVIEW BOULEVARD <small>(Street)</small> PARSIPPANY, NJ 07054 <small>(City) (State) (Zip)</small> | 2. Issuer Name and Ticker or Trading Symbol CURTISS WRIGHT CORP [CW] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/15/2010</p> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Vice President and Secretary 6. Individual or Joint/Group Filing (Check Applicable Line) <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 | | | | | | | | 22502.5451 | 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 |
| Option to Purchase Common Stock | \$29.88 ⁽¹⁾ | 11/15/2010 | | A | | 18245 | | 11/15/2011 ⁽²⁾ | 11/15/2020 | Common Stock | 18245 | \$0.00 ⁽³⁾ | 102104 | D | |
| Restricted Stock Unit | \$29.88 ⁽¹⁾ | 11/15/2010 | | A | | 5201 | | 11/15/2013 ⁽⁴⁾ | 11/15/2013 | Common Stock | 5201 | \$0.00 ⁽³⁾ | 10037 | D | |

Explanation of Responses:

- (1) Price is based on the closing price as reported by the New York Stock Exchange for the Corporation's Common Stock as of November 15, 2010.
- (2) Up to 1/3 of the shares covered by the option vest on 11/15/11, vesting increases to 2/3 of such shares on 11/15/12 and increasing to all shares on 11/15/13.
- (3) No price on the date of issue, option having been granted as an employee benefit transaction. The each option to purchase a share has a value of \$8.52 per share using the Black-Scholes option-pricing model.
- (4) These units are restricted for a period of three years and are subject to forfeiture if the Officer should leave the employ of the Company.

Reporting Owners

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| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DENTON MICHAEL J C/O CURTISS-WRIGHT CORPORATION 10 WATERVIEW BOULEVARD PARSIPPANY, NJ 07054 | | | Vice President and Secretary | |

Signatures

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

11/17/2010

** 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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