SECURITIES and EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

Quarterly Report Pursuant to Section 13 or 15(d) of the
Securities and Exchange Act of 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2001

Commission File Number 1-134

CURTISS-WRIGHT CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	13-0612970
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

1200 Wall Street West Lyndhurst, New Jersey	07071
(Address of principal executive offices)	(Zip Code)

(201) 896-8400
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months and (2) has been subject to such filing requirements for the past 90 days.

Yes ___X___ No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, par value $1.00 per share: 10,051,969 shares (as of April 12, 2001)

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES

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CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(In thousands)

	(UNAUDITED) March 31, 2001	December 31, 2000
Assets		
Current Assets:		
Cash and cash equivalents	$ 12,635	$ 8,692
Short-term investments	59,578	62,766
Receivables, net	65,290	67,815
Inventories, net	51,840	50,002
Deferred income taxes	9,431	9,378
Other current assets	4,186	3,419
Total current assets	202,960	202,072
Property, plant and equipment, at cost	249,799	246,896
Less: accumulated depreciation	158,005	156,443
Property, plant and equipment, net	91,794	90,453
Prepaid pension costs	62,106	59,765
Goodwill	46,704	47,543
Other assets	9,233	9,583
Total Assets	$412,797	$409,416
Liabilities		
Current Liabilities:		
Current portion of long-term debt	$ 1,300	$ 5,347
Dividends payable	1,302	0
Account payable	13,747	13,766
Accrued expenses	17,969	19,389
Income taxes payable	4,393	4,157
Other current liabilities	9,327	9,634
Total current liabilities	48,038	52,293
Long-term debt	22,847	24,730
Deferred income taxes	22,996	21,689
Other liabilities	22,368	20,480
Total Liabilities	116,249	119,192
Stockholders' Equity		
Common stock, $1 par value	15,000	15,000
Capital surplus	50,682	51,506
Retained earnings	419,783	411,866
Unearned portion of restricted stock	(18)	(22)
Accumulated other comprehensive income	(7,852)	(5,626)
	477,595	472,724
Less: cost of treasury stock	181,047	182,500
Total Stockholders' Equity	296,548	290,224
Total Liabilities and Stockholders' Equity	$412,797	$409,416

See notes to consolidated financial statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EARNINGS
(UNAUDITED)
(In thousands except per share data)

	Three Months Ended March 31, 2001	Three Months Ended March 31, 2000
Net sales	$79,917	$82,237
Cost of sales	49,906	53,308
Gross profit	30,011	28,929
Research & development expenses	897	1,388
Selling expenses	4,593	4,756
General and administrative expenses	13,338	10,579
Environmental remediation and administrative recoveries, net of expenses	(82)	117
Operating income	11,265	12,089
Investment income, net	843	505
Rental income, net	743	1,160
Pension income, net	2,344	1,744
Other expenses, net	(167)	(32)
Interest expense	(249)	(376)
Earnings before income taxes	14,779	15,090
Provision for income taxes	5,560	5,861
Net earnings	$ 9,219	$ 9,229
Basic earnings per common share	$0.92	$0.92
Diluted earnings per common share	$0.90	$0.91
Dividends per common share	$0.13	$0.13
Weighted average shares outstanding:		
Basic	10,039	10,035
Diluted	10,212	10,132

See notes to consolidated financial statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)
(In thousands)

	Three Months Ended March 31, 2001	Three Months Ended March 31, 2000[1]
Cash flows from operating activities:		
Net earnings	$ 9,219	$ 9,229
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	3,748	3,559
Net gains on short-term investments	(63)	(79)
Noncash pension income	(2,344)	(1,744)
Increase in deferred taxes	1,254	2,511
Changes in operating assets and liabilities (net of business acquired):		
Proceeds from sales of trading securities	105,293	25,800
Purchases of trading securities	(102,042)	(31,699)
Decrease in receivables	3,356	1,374
Increase in inventory	(349)	(672)
Decrease in progress payments	(648)	(354)
(Decrease) increase in accounts payable and accrued expenses	(3,249)	2,161
Increase (decrease) in income taxes payable	236	(847)
Decrease (increase) in other assets	1,584	(162)
Increase (decrease) in other liabilities	102	(7,210)
Other, net	428	(569)
Total adjustments	7,739	(7,931)
Net cash provided by operating activities	16,525	1,298
Cash flows from investing activities:		
Proceeds from sales of real estate and equipment	380	122
Additions to property, plant and equipment	(3,322)	(2,026)
Acquisition of new business	(2,325)	0
Net cash used by investing activities	(5,267)	(1,904)
Cash flows from financing activities:		
Debt Repayments	(5,089)	0
Common stock repurchases	0	(548)
Net cash used for financing activities	(5,089)	(548)
Effect of foreign currency	(2,226)	123
Net increase (decrease) in cash and cash equivalents	3,943	(1,031)
Cash and cash equivalents at beginning of period	8,692	9,547
Cash and cash equivalents at end of period	$ 12,635	$ 8,516

[1] Certain amounts reclassified in order to conform to current presentation

See notes to consolidated financial statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY
(UNAUDITED)
(In thousands)

	Common Stock	Capital Surplus	Retained Earnings	Unearned Portion of Restricted Stock	Accumulated Other Comprehensive Income	Treasury Stock
December 31, 1999	$15,000	$51,599	$376,006	$(24)	$(2,622)	$181,604
Net earnings			41,074			
Common dividends			(5,214)			
Restricted stock issued		1		(15)		(14)
Common stock repurchased						1,489
Stock options exercised, net		(94)				(579)
Amortization of earned portion of restricted stock				17		
Translation adjustments, net					(3,004)	
December 31, 2000	15,000	51,506	411,866	(22)	(5,626)	182,500
Net earnings			9,219			
Common dividends			(1,302)			
Stock options exercised, net		(824)				(1,453)
Amortization of earned portion of restricted stock				4		
Translation adjustments, net					(2,226)	
March 31, 2001	$15,000	$50,682	$419,783	$(18)	$(7,852)	$181,047

See notes to consolidated financial statements

CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
NOTES to CONSOLIDATED FINANCIAL STATEMENTS
(UNAUDITED)

1. BASIS of PRESENTATION

Curtiss-Wright Corporation and its subsidiaries (the "Corporation") is a diversified multi-national manufacturing and service concern that designs, manufactures and overhauls precision components and systems and provides highly engineered services to the aerospace, defense, automotive, shipbuilding, processing, oil, petrochemical, agricultural equipment, railroad, power generation, and metalworking industries. Operations are conducted through nine manufacturing facilities, thirty-nine metal treatment service facilities and four component overhaul locations.

The information furnished in this report has been prepared in conformity with US generally accepted accounting principles and as such reflects all adjustments, consisting primarily of normal recurring accruals, which are, in the opinion of management, necessary for a fair statement of the results for the interim periods presented. The unaudited consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in the Corporation's 2000 Annual Report on Form 10-K. The results of operations for these interim periods are not necessarily indicative of the operating results for a full year. Certain reclassifications of prior period amounts have been made in order to conform to the current presentation.

2. ACQUISITIONS

On March 23, 2001, the Corporation acquired the operating assets of Solent & Pratt Ltd. Solent & Pratt is a manufacturer of high performance butterfly valves and has been a global supplier to the petroleum, petrochemical, chemical and process industries for over 40 years. The operations are located in Bridport, England and will continue to operate under the Solent & Pratt name.

The Solent & Pratt butterfly valve product line complements products the Corporation currently offers to its existing markets. The addition also provides Curtiss-Wright with a European manufacturing presence for its Flow Control business segment and strengthens its distribution capabilities in that region. Solent & Pratt has a substantial installed base of butterfly valves worldwide.

The Corporation purchased the assets and assumed certain operating liabilities of Solent & Pratt for approximately $1.5 million in cash and the retirement of outstanding debt. The acquisition was accounted for as a purchase in the first quarter of 2001. The excess of the purchase price over the fair value of the net assets acquired is estimated at $1.8 million and is being amortized over 30 years. The fair value of the net assets acquired is based on preliminary estimates and may be revised at a later date.

3. RECEIVABLES

Receivables at March 31, 2001 and December 31, 2000, include amounts billed to customers and unbilled charges on long-term contracts consisting of amounts recognized as sales but not billed as of the dates presented. Substantially all amounts of unbilled receivables are expected to be billed and collected within a year. The composition of receivables for those periods is as follows:

	(In thousands)	
	March 31, 2001	December 31, 2000
Accounts receivable, billed	$53,711	$60,927
Less: progress payments applied	(65)	(1,508)
	53,646	59,419
Unbilled charges on long-term contracts	22,134	18,090
Less: progress payments applied	(7,851)	(7,040)
	14,283	11,050
Allowance for doubtful accounts	(2,639)	(2,654)
Receivables, net	$65,290	$67,815

4. INVENTORIES

Inventories are valued at the lower of cost (principally average cost) or market. The composition of inventories at March 31, 2001 and December 31, 2000 is as follows:

	(In thousands)	
	March 31, 2001	December 31, 2000
Raw materials	$12,834	$11,955
Work-in-process	11,518	10,815
Finished goods/component parts	34,489	32,621
Inventoried costs related to US government and other long-term contracts	5,875	5,961
Gross inventories	64,716	61,352
Less: inventory reserves	(12,486)	(10,944)
progress payments applied	(390)	(406)
Inventories, net	$51,840	$50,002

5. ENVIRONMENTAL MATTERS

The Corporation establishes a reserve for a potential environmental responsibility when it concludes that a determination of legal liability is probable based upon the advice of counsel. Such amounts reflect the Corporation's estimate of the amount of that liability. If only a range of potential liability can be estimated, a reserve will be established at the low end of that range. Such reserves represent the current values of anticipated remediation, not reduced by any potential recovery from insurance carriers or through contested third-party legal actions, and are not discounted for the time value of money.

The Corporation is joined with many other corporations and municipalities as potentially responsible parties (PRPs) in a number of environmental cleanup sites, which include but are not limited to the Caldwell Trucking landfill superfund site, Fairfield, New Jersey; Sharkey landfill superfund site, Parsippany, New Jersey; Pfohl Brothers landfill site, Cheektowaga, New York; Amenia landfill site, Amenia, New York; and Chemsol, Inc. superfund site, Piscataway, New Jersey.

The Corporation believes that the outcome of any of these matters will not have a material adverse effect on the Corporation's results of operations, financial condition, or liquidity.

6. SEGMENT INFORMATION

(In thousands)	Three Months Ended March 31, 2001					
	Motion Control	Metal Treatment	Flow Control	Segment Totals	Corporate & Other	Consolidated Totals
Revenue from external customers	$29,957	$27,872	$22,088	$79,917	$0	$79,917
Intersegment revenues	0	106	0	106	(106)	0
Segment operating income	4,583	5,463	1,219	11,265	0	11,265
Segment assets	94,957	87,116	86,190	268,263	144,534	412,797

(In thousands)	Three Months Ended March 31, 2000					
	Motion Control	Metal Treatment	Flow Control	Segment Totals	Corporate & Other [1]	Consolidated Totals
Revenue from external customers	$27,344	$28,224	$26,669	$82,237	$ 0	$82,237
Intersegment revenues	0	158	0	158	(158)	0
Segment operating income	1,409	6,832	2,545	10,786	1,303	12,089
Segment assets	112,477	85,061	87,770	285,308	106,367	391,675

(1) Operating income for Corporate and Other includes a $2.8 million gain for the curtailment of postretirement benefits associated with the closing of the Fairfield, NJ facility partially offset by accrued postemployment costs totaling $.7 million.

Reconciliation:

(In thousands)	Three months ended March 31, 2001	Three months ended March 31, 2000
Consolidated operating income	$11,265	$12,089
Investment income, net	843	505
Rental income, net	743	1,160
Pension income, net	2,344	1,744
Other expense, net	(167)	(32)
Interest expense	(249)	(376)
Earnings before income taxes	$14,779	$15,090

7. COMPREHENSIVE INCOME

Total comprehensive income for the periods ended March 31, 2001 and 2000 are as follows:

(In thousands)	Three months ended March 31, 2001	Three months ended March 31, 2000
Net earnings	$ 9,219	$9,229
Equity adjustment from foreign currency translations	(2,226)	123
Total comprehensive income	$ 6,993	$9,352

8. EARNINGS PER SHARE

The Corporation accounts for its earnings per share (EPS) in accordance with Statement of Financial Accounting Standards No. 128, “Earnings per Share” (SFAS No. 128). Diluted earnings per share were computed based on the weighted average number of shares outstanding plus all potentially dilutive common shares issuable for the periods. Dilutive common shares for the three months ended March 31, 2001 and March 31, 2000 were 173,000 and 97,000, respectively.

9. Contingencies and Commitments

The Corporation's Drive Technology subsidiary located in Switzerland entered into sales agreements with two European defense organizations which contained offset obligations to purchase approximately 43.0 million Swiss francs of product from suppliers of two European countries over multi-year periods which expire in 2005 and 2006. The agreements contain a penalty of 5% of the unmet obligation if it is not met by the end of the term of the agreement.

The Corporation expects to fully comply with both its obligations under these agreements.

10. Accounting for Derivatives and Hedging Activities

The Corporation's adopted Financial Accounting Standard No. 133 “Accounting for Derivatives and Hedging Activities” effective January 1, 2001. The adoption of this standard had no material effect on the Corporation’s results of operation or financial condition due to its limited use of derivatives.

PART I – ITEM 2
CURTISS-WRIGHT CORPORATION and SUBSIDIARIES
MANAGEMENT'S DISCUSSION and ANALYSIS of
FINANCIAL CONDITION and RESULTS of OPERATIONS

RESULTS of OPERATIONS

The Corporation's consolidated net earnings for the first quarter of 2001 totaled $9.2 million, or $0.90 per diluted share. Net earnings for the first quarter of 2000, which totaled $9.2 million or $0.91 per diluted share included several unusual items, the net effect of which had a favorable impact of $2.0 million on pre-tax earnings and $1.3 million on after-tax earnings. Excluding the unusual items, consisting of a gain related to post-retirement medical benefits, partially offset by additional consolidation costs from the Motion Control manufacturing consolidation and other post-employment expenses, net earnings in the first quarter of 2000 would have been $8.0 million, or $0.79 per diluted share. Net earnings for the first quarter of 2001 (which contained no unusual or normalizing adjustments) compared to normalized net earnings for the same period of 2000 reflects a 16% improvement. Operating income rose 12% to $11.3 million for the first quarter of 2001, as compared with normalized operating income of $10.0 million for the first quarter of 2000.

Sales for the first quarter of 2001 declined 3% to $79.9 million compared with $82.2 million for the prior year quarter. The slight decline in sales largely reflects the adverse impacts of foreign currency exchange rates on sales and some weakness in a few of the markets served as discussed further in the *Operating Performance* section below. Relative foreign currency exchange rates in the first quarter of 2001, as compared to last year, negatively affected sales by approximately $1.3 million and operating income by approximately $0.5 million.

New orders received for the first quarter of 2001 totaled $66.9 million, declining 5% from orders of $70.6 million for the first quarter of 2000. The Corporation's backlog at March 31, 2001 totaled $169.6 million, down 7% from backlog of $182.6 million at December 31, 2000. Declines in orders and backlog generally reflect the current sales trends.

Operating Performance:

Motion Control

Sales for the Corporation's Motion Control segment improved 10% to $30.0 million in the first quarter of 2001, from $27.3 million in the first quarter of 2000, partially due to increased shipments of production hardware for the F-22 Raptor tactical fighter and light armored vehicles. Operating income for the quarter improved substantially to $4.6 million from $1.4 million in the first quarter of 2000. The increase in operating margin to 15.3% in the first quarter from 5.2% in the same period in 2000 was principally due to increased effectiveness of lean manufacturing initiatives. The component overhaul and repair business has experiencing softened demand in the first quarter of 2001.

New orders received for the Motion Control segment totaled $18.8 million in the first quarter of 2001, declining 20% from orders received in the first quarter of 2000. The decline in orders reflects lower activity in military programs and the weaker demand in the component overhaul and repair business.

Metal Treatment

Sales for the Corporation's Metal Treatment segment totaled $27.9 million for the first quarter of 2001, slightly lower when compared with $28.2 million in the first quarter of 2000. The first quarter's decline in sales from the same period last year was the result of unfavorable foreign currency exchange rate movements that adversely impacted sales by approximately $1.0 million. These foreign currency exchange rate movements negatively affected operating income by approximately $0.5 million when compared to the rates that existed in the first quarter of 2000.

The Metal Treatment business segment experienced softness in the automotive/truck and agricultural equipment markets. These weaknesses were offset by improvements in the oil and gas market as well as the aerospace sector, which represents about 50% of the business activity for this segment. Operating margins normalized for the adverse influence of foreign currency exchange rates would have been 21.3% for the first quarter 2001, as compared with 24.2% for the first quarter of 2000 and 21.9% for the fourth quarter of 2000. This year's performance was also adversely affected by increases in the cost of natural gas for heat-treating operations, transition costs associated with an acquisition completed in December of last year, start-up costs for a new facility in Indianapolis, and lower volume at some of the Company's facilities that had a high concentration of business related to the automotive sector.

Flow Control

The Corporation's Flow Control segment posted sales of $22.1 million for the first quarter of 2001, 17% lower when compared with $26.7 million in the first quarter of 2000. Lower sales during the first quarter of 2001 versus the same period last year were primarily the result of delays in the timing of new construction programs for Asian nuclear power plants and in the release of Navy contracts. The Company expects the Navy business to be made up during the course of this year based on contractual delivery schedules to the Navy. It is expected that sales to the Navy should exceed last year's sales by 15%. The business segment was also affected by the slowdown in the automotive and heavy truck markets, offset by very strong demand for product going to the petrochemical and oil and gas markets, primarily for maintenance, repair and overhaul applications.

Corporate and Other

The Corporation had no non-segment operating income in the first quarter of 2001 compared with $1.3 million of non-segment operating income in the same period of the prior year. In the first quarter of 2000, the Corporation recognized a $2.8 million reduction to general and administrative expenses from the curtailment of postretirement benefits associated with the closing of the Fairfield, New Jersey facility. This benefit was partially offset by other non-recurring postemployment expenses. Corporate overhead costs for the first quarter of 2001 were reduced by 33% from the prior year period and benefited from a small adjustment to a final environmental insurance settlement recorded in the fourth quarter of 2000.

Non-Operating Revenues and Costs

For the first quarter of 2001, the Corporation recorded other non-operating net revenue totaling $3.8 million, compared with $3.4 million for the first quarter of 2000. The increase was primarily caused by higher pension income, reflecting the higher overfunded status of the Corporation's pension plan. On a period to period basis, investment income improved but was offset by a decline in net rental income due to a tax appeal recovery recorded in the first quarter of 2000.

CHANGES IN FINANCIAL CONDITION:

Liquidity and Capital Resources:

The Corporation's working capital was $154.9 million at March 31, 2001, a 3% improvement over working capital at December 31, 2000 of $149.8 million. The ratio of current assets to current liabilities was 4.22 to 1 at March 31, 2001, compared with a current ratio of 3.86 to 1 at December 31, 2000.

Cash, cash equivalents and short-term investments totaled $72.2 million in the aggregate at March 31, 2001, increasing slightly from $71.5 million at the prior year-end. During the first quarter of 2001, the Corporation repaid a $4.0 million industrial revenue bond and paid down its long-term Swiss debt by $1.0 million. Also in the period, the Corporation acquired the net assets of Solent & Pratt Ltd. for cash, as discussed in Note 2 to the Consolidated Financial Statements and under *Other Developments*, below. Cash flow for the first quarter of 2001 also benefited from a substantial decrease in billed receivables. Days sales outstanding at March 31, 2001 was also reduced to 58 days from 63 at December 31, 2000.

The Corporation has two credit agreements, a Revolving Credit Agreement and a Short-Term Credit Agreement, in effect aggregating $100.0 million with a group of five banks. The credit agreements allow for borrowings to take place in US or certain foreign currencies. The Revolving Credit Agreement commits a maximum of $60.0 million to the Corporation for cash borrowings and letters of credit. The unused credit available under this facility at March 31, 2001 was $33.3 million. The commitments made under the Revolving Credit Agreement expire December 17, 2004, but may be extended annually for successive one-year periods with the consent of the bank group. The Corporation also has in effect a Short-Term Credit Agreement, which allows for cash borrowings of $40.0 million, all of which was available at March 31, 2001. The Short-Term Credit Agreement expires on December 14, 2001. The Short-Term Credit Agreement may be extended, with the consent of the bank group, for additional periods not to exceed 364 days each. Cash borrowings under the two credit agreements at March 31, 2001 were at a US Dollar equivalent of $9.4 million, compared with cash borrowing of $18.6 million at March 31, 2000. Borrowings under these agreements were used to finance the acquisition of Drive Technology in 1998 and have a remaining balance of 16.5 million Swiss francs. The loans had variable interest rates averaging 3.75% for the first quarter of 2001 and variable interest rates averaging 2.97% for the first quarter of 2000.

During the first quarter of 2001, internally available funds were adequate to meet capital expenditures of $3.3 million. Expenditures incurred during the first quarter were primarily for machinery and equipment within the Motion Control and Metal Treatment segments. The Corporation is expected to make additional capital expenditures of approximately $15 million during the balance of the year, primarily for machinery and equipment for the business segments. Funds from internal sources are expected to be adequate to meet planned capital expenditures, environmental and other obligations for the remainder of the year.

Other Developments

As discussed in Note 2 to the Consolidated Financial Statements, during the first quarter of 2001, the Corporation made a small but strategic acquisition of Solent & Pratt, an English valve manufacturer. This acquisition gives the Corporation a complementary product line and a very strong distribution network in the European petrochemical valve market. In addition, the Corporation sold a distribution business in Western Canada to a well-positioned distribution firm in the area, resulting in a small gain in the first quarter of 2001.

PART I – ITEM 3

QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in the Corporation's market risk during the three months ended March 31, 2001. Information regarding market risk and market risk management policies is more fully described in item 7A. "Quantitative and Qualitative Disclosures about Market Risk" of the Corporation's Annual Report on Form 10-K for the year ended December 31, 2000.

FORWARD-LOOKING INFORMATION

Except for historical information contained herein, this Quarterly Report on Form 10-Q does contain "forward looking" information within the meaning of Section 27A of the Securities Act of 1933 and 21E of the Securities Exchange Act of 1934. Examples of forward looking information include, but are not limited to, (a) projections of or statements regarding return on investment, future earnings, interest income, other income, earnings or loss per share, investment mix and quality, growth prospects, capital structure and other financial terms, (b) statements of plans and objectives of management, (c) statements of future economic performance, and (d) statements of assumptions, such as economic conditions underlying other statements. Such forward looking information can be identified by the use of forward looking terminology such as "believes," "expects," "may," "will," "should," "anticipates," or the negative of any of the foregoing or other variations thereon or comparable terminology, or by discussion of strategy. No assurance can be given that the future results described by the forward looking information will be achieved. Such statements are subject to risks, uncertainties, and other factors which are outside our control that could cause actual results to differ materially from future results expressed or implied by such forward looking information. Readers are cautioned not to put undue reliance on such forward-looking information. Such statements in this Report include, without limitation, those contained in Part I, Item 2, Management's Discussion and Analysis of Financial Condition and Results of Operations and the Notes to the Consolidated Financial Statements including, without limitation, the Environmental Matters Note. Important factors that could cause the actual results to differ materially from those in these forward-looking statements include, among other items, (i) a reduction in anticipated orders; (ii) an economic downturn; (iii) unanticipated environmental remediation expenses or claims; (iv) changes in the need for additional machinery and equipment and/or in the cost for the expansion of the Corporation's operations; (v) changes in the competitive marketplace and/or customer requirements; (vi) an inability to perform customer contracts at anticipated cost levels and (vii) other factors that generally affect the business of companies operating in the Corporation's Segments.

PART II – OTHER INFORMATION

Item 4. SUBMISSION of MATTERS to a VOTE of SECURITY HOLDERS

On May 4, 2001, the Registrant held its annual meeting of stockholders. The matters submitted to a vote by the stockholders were the election of directors and the retention of independent accountants for the Registrant.

The vote received by the director nominees was as follows:

	For	Withheld
Martin R. Benante	8,524,148	1,078,956
James B. Busey IV	8,524,089	1,079,015
S. Marce Fuller	8,523,813	1,079,291
Dave Lasky	8,441,999	1,161,105
William B. Mitchell	8,523,975	1,079,129
John Myers	8,523,010	1,080,094
William W. Sihler	8,524,384	1,078,720
J. McLain Stewart	8,521,192	1,081,912

There were no votes against or broker non-votes. The stockholders approved the retention of PricewaterhouseCoopers LLP, independent accountants for the Registrant. The holders of 8,520,172 shares voted in favor; 1,080,586 voted against; 2,346 abstained. There were no broker non-votes.

Item 6. **EXHIBITS and REPORTS on FORM 8-K**

(a) Exhibits

2.2	Amended and Restated Distribution Agreement, dated as of January 9, 2001, between the Company and Unitrin, Inc. (incorporated by reference to Appendix A to the Company's Preliminary Schedule 14C with respect to the recapitalization of the Company dated January 12, 2001.)
2.3	Amended and Restated Agreement and Plan of Merger, dated as of January 9, 2001, among the Company, Unitrin, Inc., and CW Disposition Company (incorporated by reference to Appendix B to the Company's Preliminary Schedule 14C with respect to the recapitalization of the Company dated January 12, 2001.)

(b) Reports on Form 8-K

The Registrant did not file any report on Form 8-K during the quarter ended March 31, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

CURTISS-WRIGHT CORPORATION
(Registrant)

By: /s/ Robert A. Bosi

Robert A. Bosi
Vice President - Finance

By: /s/ Glenn E. Tynan

Glenn E. Tynan
Controller

Dated: May 15, 2001