

FLIR SYSTEMS INC
Form 4
October 31, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
LEWIS EARL R

(Last) (First) (Middle)

27700A SW PARKWAY AVENUE

(Street)

WILSONVILLE, OR 97070

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLIR SYSTEMS INC [FLIR]

3. Date of Earliest Transaction (Month/Day/Year)
10/29/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO, President & Chairman

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					53,600	I	Spouse
Common Stock	10/29/2008		M		30,000	A	\$ 4.63 968,356
Common Stock	10/29/2008		S		30,000	D	\$ 30 938,356
Common Stock	10/30/2008		M		5,000	A	\$ 4.63 943,356
Common Stock	10/30/2008		M		10,000	A	\$ 9.79 953,356

Edgar Filing: FLIR SYSTEMS INC - Form 4

Common Stock 10/30/2008 S 15,000 D \$ 30 938,356 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Am Num Sha
Non-Qualified Stock Option (right to buy)	\$ 18.06					02/04/2005 02/04/2015	Common Stock 80
Non-Qualified Stock Option (right to buy)	\$ 5.87					02/12/2003 02/12/2012	Common Stock 78
Incentive Stock Option (right to buy)	\$ 12.57					02/13/2007 02/13/2016	Common Stock 7
Non-Qualified Stock Option (right to buy)	\$ 12.57					02/15/2007 02/13/2016	Common Stock 26
Non-Qualified Stock Option (right to buy)	\$ 20.75					02/15/2008 05/01/2017	Common Stock 25
Non-Qualified Stock Option (right to buy)	\$ 9.79	10/30/2008		M	10,000	12/01/2005 02/23/2009	Common Stock 10
Non-Qualified Stock Option (right to buy)	\$ 34.31					02/15/2009 04/28/2018	Common Stock 12
Non-Qualified Stock Option (right to buy)	\$ 4.63	10/29/2008		M	30,000	12/27/2005 12/27/2011	Common Stock 30

Non-Qualified Stock Option (right to buy)	\$ 4.63	10/30/2008	M	5,000	12/27/2005	12/27/2011	Common Stock	5
---	---------	------------	---	-------	------------	------------	-----------------	---

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS EARL R 27700A SW PARKWAY AVENUE WILSONVILLE, OR 97070			CEO, President & Chairman	

Signatures

David A. Muessle, Attorney-in-fact for Earl R.
Lewis

10/31/2008

__Signature of Reporting Person

Date

Explanation of Responses:

* 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.