FLIR SYSTEMS INC

Form 4

November 06, 2008

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

0.5

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

5. Relationship of Reporting Person(s) to

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue.

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

See Instruction

LEWIS EARL R			Symbol FLIR SYSTEMS INC [FLIR]	Issuer					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)					
27700A SW	PARKWAY	AVENUE	(Month/Day/Year) 11/04/2008	Director 10% Owner _X Officer (give title Other (specify below) below) CFO President & Chairman					

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

WILSONVILLE, OR 97070

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y 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. Securiti onor Dispose (Instr. 3, 4) Amount	ed of (` ′	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)
Common Stock							53,600	I	Spouse
Common Stock	11/04/2008		M	15,000	A	\$ 9.79	953,711 <u>(1)</u>	D	
Common Stock	11/04/2008		S	15,000	D	\$ 32.7473	938,711	D	
Common Stock	11/05/2008		M	15,000	A	\$ 9.79	953,711	D	
Common Stock	11/05/2008		S	15,000	D	\$ 32.8117	938,711	D	

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nui 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	11/04/2008		M		15,000	12/01/2005	02/23/2009	Common Stock	15
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)	\$ 9.79	11/05/2008		M		15,000	12/01/2005	02/23/2009	Common Stock	15

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEWIS EARL R

27700A SW PARKWAY AVENUE

CEO, President & Chairman

WILSONVILLE, OR 97070

Signatures

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

11/06/2008

**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).
- (1) Adjusted for shares acquired through the Company's Employee Stock Purchase Program.

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.

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