

FLIR SYSTEMS INC
Form 4
November 17, 2008

FORM 4

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
27700A SW PARKWAY AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
11/13/2008

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

(Street)
WILSONVILLE, OR 97070

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

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 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. 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (D) | Price |
| Common Stock | | | | | 53,600 | I | Spouse |
| Common Stock | 11/13/2008 | | M | | 30,000 | A | \$ 18.06 968,711 |
| Common Stock | 11/13/2008 | | S | | 30,000 | D | \$ 30.1493 938,711 |
| Common Stock | 11/14/2008 | | M | | 15,000 | A | \$ 18.06 953,711 |
| Common Stock | 11/14/2008 | | S | | 15,000 | D | \$ 30.9908 938,711 |

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

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(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 Nu Sha |
| 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) | \$ 34.31 | | | | | 02/15/2009 | 04/28/2018 | Common Stock | 12 |
| Non-Qualified Stock Option (right to buy) | \$ 18.06 | 11/13/2008 | | M | 30,000 | 02/04/2005 | 02/04/2015 | Common Stock | 30 |
| Non-Qualified Stock Option (right to buy) | \$ 18.06 | 11/14/2008 | | M | 15,000 | 02/04/2005 | 02/04/2015 | Common Stock | 15 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
CEO, President & Chairman

LEWIS EARL R
27700A SW PARKWAY AVENUE
WILSONVILLE, OR 97070

Signatures

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

11/17/2008

__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.

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