

LEWIS EARL R  
Form 4  
November 12, 2009

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

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)  
27700 SW PARKWAY AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
11/09/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 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)
Common Stock					53,600	I	By spouse
Common Stock					30,000	I	In trust for children
Common Stock	11/09/2009		M <sup>(1)</sup>	25,000 A	\$ 5.87 921,239 <sup>(2)</sup>	D	
Common Stock	11/09/2009		S <sup>(1)</sup>	25,000 D	\$ 28.71 896,239	D	
Common Stock	11/10/2009		M <sup>(1)</sup>	25,000 A	\$ 5.87 921,239	D	

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Common	11/10/2009	<u>S</u> <sup>(1)</sup>	25,000	D	\$	896,239	D
Stock					28.82		

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.**

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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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of
Non-Qualified Stock Option (Right to Sell)	\$ 5.87	11/09/2009		<u>M</u> <sup>(1)</sup>	25,000	02/12/2003	02/12/2012	Common Stock	25
Non-Qualified Stock Option (Right to Sell)	\$ 5.87	11/10/2009		<u>M</u> <sup>(1)</sup>	25,000	02/12/2003	02/12/2012	Common Stock	25

## Reporting Owners

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

## Signatures

David A. Muessle, Attorney-in-fact for Earl R. Lewis	11/12/2009
**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) Transaction pursuant to the trading plan established under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

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(2) Includes shares acquired through the Company's Employee Stock Purchase Plan.

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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