

LEWIS EARL R  
Form 4  
November 04, 2010

**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)  
27700 SW PARKWAY AVENUE

3. Date of Earliest Transaction (Month/Day/Year)  
11/02/2010

\_\_\_\_ 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)
			Code	V	Amount or Price		
Common Stock	11/02/2010		M <sup>(1)</sup>		25,000 A \$ 5.87	899,123	D
Common Stock	11/02/2010		S <sup>(1)</sup>		25,000 D \$ 27.62	874,123	D
Common Stock	11/03/2010		M <sup>(1)</sup>		25,000 A \$ 5.87	899,123	D
Common Stock	11/03/2010		S <sup>(1)</sup>		25,000 D \$ 27.74	874,123	D
Common Stock						53,600	I Spouse

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Common Stock 30,000 I Children's Trust

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

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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)
Non-Qualified Stock Option (Right to Buy)	\$ 5.87	11/02/2010		M <sup>(1)</sup>	25,000	02/12/2003 02/12/2012	Common Stock 25
Non-Qualified Stock Option (Right to Buy)	\$ 5.87	11/03/2010		M <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

11/04/2010

\*\*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 trading plan established under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

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