LEWIS EARL R Form 4

November 04, 2011

FORM 4

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

OMB 3235-0287 Number:

Check this box

January 31, Expires: 2005

0.5

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average **SECURITIES**

burden hours per response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(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)	3. Date of Earliest Transaction	(Check air approacte)		
27700 SW PAF	RKWAY AV	VENUE	(Month/Day/Year) 11/03/2011	Director 10% Owner _X_ Officer (give title Other (specify below) CEO, President & Chairman		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
WILSONVILLE, OR 97070		0	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	le I - Non-D	erivative Securities	Acquired, Disposed	of, or Beneficia	ally 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 Acquiron(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Pr.	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Securities Ownership Beneficially Form: Direct Owned (D) or Following Indirect (I) Reported (Instr. 4) Transaction(s)	
Common Stock	11/03/2011		$M_{\underline{(1)}}$	8,019 A \$ 5.8	7 808,411 <u>(2)</u>	D	
Common Stock					220,432	I	Spouse
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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number.

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. Transactic Code (Instr. 8)	5. Number op Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securit
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Shar
Non-Qualified Stock Option (Right to Sell)	\$ 5.87	11/03/2011		M(1)	8,019	02/12/2003	02/12/2012	Common Stock	8,0

Reporting Owners

Reporting Owner Name / Address	Relationships

Officer Director 10% Owner Other

LEWIS EARL R CEO. 27700 SW PARKWAY AVENUE President & WILSONVILLE, OR 97070 Chairman

Signatures

David A. Muessle, Attorney-in-fact for Earl R. 11/04/2011 Lewis

> **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.
- (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. 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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