LEWIS EARL R

Form 4

November 02, 2010

FORM 4

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

OMB APPROVAL OMB 3235-0287

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Number: January 31, Expires:

2005

Section 16. Form 4 or Form 5 obligations

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

Estimated average burden hours per 0.5 response...

may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

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 | (and affective) | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| 27700 SW PARKWAY AVENUE | | | 10/29/2010 | X Officer (give title Other (specify below) | | |
| | | | | CEO, President & Chairman | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| | | | Filed(Month/Day/Year) | Applicable Line) | | |
| WILSONVII | LLE, OR 9 | 7070 | | _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | |

| (City) | (State) | (Zip) Tabl | e I - Non-D | erivative S | Securi | ties Acq | uired, Disposed | of, or Beneficia | illy Owned |
|--------------------------------------|--------------------------------------|---|--|-------------|---|------------|---|--|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactio Code (Instr. 8) | n(A) or Dis | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | Beneficially For Owned (D) Following Inc. | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Transaction(s) (Instr. 3 and 4) | | |
| Common Stock | 10/29/2010 | | M(1) | 25,000 | A | \$ 5.87 | 899,123 | D | |
| Common Stock | 10/29/2010 | | S <u>(1)</u> | 25,000 | D | \$ 27.5 | 874,123 | D | |
| Common Stock | 11/01/2010 | | M <u>(1)</u> | 25,000 | A | \$ 5.87 | 899,123 | D | |
| Common Stock | 11/01/2010 | | S(1) | 25,000 | D | \$ 27.5 | 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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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. Transaction Code (Instr. 8) | 5. Number of onDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amo Underlying Secu (Instr. 3 and 4) | |
|---|---|--------------------------------------|---|---|---|--|--------------------|---|------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | An or Nu of S |
| Non-Qualified Stock Option (Right to Buy) | \$ 5.87 | 10/29/2010 | | M <u>(1)</u> | 25,000 | 02/12/2003 | 02/12/2012 | Common Stock | 25 |
| Non-Qualified Stock Option (Right to Buy) | \$ 5.87 | 11/01/2010 | | M(1) | 25,000 | 02/12/2003 | 02/12/2012 | Common Stock | 25 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--------------------------------|---------------|
| - I | |

Director 10% Owner Officer Other

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

Signatures

David A. Muessle, Attorney-in-fact for Earl R.
Lewis 11/02/2010

**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.

Reporting Owners 2

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