

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

(Last) (First) (Middle)

27700A SW PARKWAY AVENUE

(Street)

WILSONVILLE, OR 97070

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
CEO, President & Chairman

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

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
Common Stock	11/13/2008		S		30,000	D	\$ 30.1493
Common Stock	11/14/2008		M		15,000	A	\$ 18.06
Common Stock	11/14/2008		S		15,000	D	\$ 30.9908

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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 Num 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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