

FLOW INTERNATIONAL CORP
Form 8-K
July 28, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

July 26, 2006

(Date of earliest event reported)

FLOW INTERNATIONAL CORPORATION

(Exact name of Registrant as specified in its charter)

Washington
(State or other jurisdiction
of incorporation)

0-12448
(Commission

91-1104842
(I.R.S. Employer

File Number)
23500 - 64th Avenue South, Kent, Washington 98032

Identification Number)

(Address of principal executive offices, zip code)

Registrant's telephone number, including area code:

(253) 850-3500

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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.. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 7.01. Regulation FD Disclosure

Stock Sale Plan Under Rule 10b5-1

Stephen R. Light, President and Chief Executive Officer of Flow International Corporation (the Company) has entered into a stock trading plan effective as of July 26, 2006, designed to comply with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. Under Rule 10b5-1, officers and directors who are not in possession of material, non-public information at the time of adoption may adopt a prearranged plan or contract for the sale of Company securities under specified conditions and at specified times. Mr. Light has adopted this plan in order to allow him to sell shares to meet tax obligations and to diversify his portfolio. Mr. Light's plan provides for the exercise of up to 65,000 options and the sale of the acquired shares from September 2006 through September 2007 at escalating prices. Transactions under the plan will be disclosed through Form 144 and Form 4 filings with the Securities and Exchange Commission, as applicable.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 28, 2006

FLOW INTERNATIONAL CORPORATION

By: /s/ John S. Leness
John S. Leness
General Counsel and Secretary