LEWIS EARL R Form 4 May 07, 2009

FORM 4

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

Check this box

if no longer subject to Section 16.

Form 4 or Form 5 obligations may continue. See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading LEWIS EARL R Issuer Symbol FLIR SYSTEMS INC [FLIR] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title 27700 SW PARKWAY AVENUE 05/01/2008 below) CEO, President & Chairman (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person

WILSONVILLE, OR 97070

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	iired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed	of (D)	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)
Common Stock							53,600	I	By spouse
Common Stock							30,000	I	In trust for children
Common Stock	05/01/2008		F	4,314	D	\$ 35.2	920,761 (3)	D	
Common Stock	02/15/2009		F	3,239	D	\$ 20.88	920,761 (3)	D	
Common Stock	05/01/2009		F	4,315	D	\$ 25.21	920,761 (3)	D	

OMB APPROVAL

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January 31,

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Form filed by More than One Reporting

Person

Estimated average

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Common Stock 05/05/2009 A(1) 18,550 A \$ 0 920,761 (2) D

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	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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and Am Underlying Sect (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	A N Sl
i	Non-Qualified Stock Option (right to buy)	\$ 25.64	05/05/2009		A	141,700	05/05/2010	05/05/2019	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	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 05/07/2009

**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) This is a grant of restricted stock units.
- (2) Includes shares acquired through the Company's 401(k) plan and Employee Stock Purchase Plan.
- (3) This is the current total after the last transaction reported on this Form 4.

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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