

FLIR SYSTEMS INC
Form 4
February 08, 2005

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
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FITZHENRY JAMES A

(Last) (First) (Middle)

16505 SW 72ND AVENUE

(Street)

PORTLAND, OR 97224

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2004

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)

Sr VP Corp Operations & Sec.

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)
Common Stock			Code	V Amount (D) Price	93,097 ⁽¹⁾ ⁽²⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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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)**

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Incentive Stock Option (right to buy)	\$ 1.54							09/21/2001	09/21/2010	Common Stock	53
Incentive Stock Option (right to buy)	\$ 1.88							12/29/2000	04/17/2010	Common Stock	4,0
Incentive Stock Option (right to buy)	\$ 2.54							01/19/1997	01/19/2006	Common Stock	6,6
Incentive Stock Option (right to buy)	\$ 9.25							12/27/2002	12/27/2011	Common Stock	10
Incentive Stock Option (right to buy)	\$ 11.73							02/12/2003	02/12/2012	Common Stock	8,5
Non-Qualified Stock Option (right to buy)	\$ 9.25							12/27/2002	12/27/2011	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 11.73							02/12/2003	02/12/2012	Common Stock	97
Non-Qualified Stock Option (right to buy)	\$ 19.58							12/01/2004	02/23/2009	Common Stock	40
Non-Qualified Stock Option	\$ 36.11	02/04/2005		A		40,000		02/04/2005	02/04/2015	Common Stock	40

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FITZHENRY JAMES A 16505 SW 72ND AVENUE PORTLAND, OR 97224	Sr VP Corp Operations & Sec.

Signatures

David A. Muessle, Attorney-in-fact for James A.
Fitzhenry

02/08/2005

__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) Reflects adjustment for 2-for-1 stock split on 02/02/05

(2) Includes shares acquired through the Company's 401k Plan

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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