

FLOWSERVE CORP

Form 4

July 19, 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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
FERGUSON THOMAS E

(Last) (First) (Middle)

5215 N. O'CONNOR
BLVD., SUITE 2300

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
FLOWSERVE CORP [FLS]

3. Date of Earliest Transaction
(Month/Day/Year)
07/17/2005

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title ____ Other (specify
below) below)

VP, Division President-FPD

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Ownership (Instr. 4)
Common Stock (\$1.25 par value per share)				(A) or (D)			
			Code	V	Amount		Price
Common Stock (\$1.25 par value per share)					7,479	I	401(k)
Common Stock (\$1.25 par value per share)					2,829	I	Rabbi Trust
Common stock	07/17/2005		M	5,000	A	\$	21,515 30.65

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(\$1.25 par
value per
share)

Common
Stock

(\$1.25 par 07/17/2005
value per
share)

F 1,323 D \$ 30.65 20,192 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)

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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock option (right-to-buy)	\$ 22.9					(1) 07/15/2014	Common Stock	9,000
Restricted Common Stock (\$1.25 par value per share)	\$ 0 (2)					(3) (4)	Restricted Common Stock	4,800
Restricted Common Stock (\$1.25 par value per share)	\$ 30.65	07/17/2005		M	5,000	(5) (4)	Common Stock	5,000
Stock option (right-to-buy)	\$ 19.15					(6) 07/17/2013	Common Stock	15,000
Stock option (right-to-buy)	\$ 24.84					(7) 07/17/2012	Common Stock	3,200
Stock option	\$ 27.12					(8) 07/18/2011	Common	4,000

(right-to-buy)				Stock	
Stock option (right-to-buy)	\$ 17.81	<u>(9)</u>	08/22/2010	Common Stock	3,00
Stock option (right-to-buy)	\$ 17	<u>(10)</u>	08/03/2009	Common Stock	1,75
Stock option (right-to-buy)	\$ 17	<u>(11)</u>	08/03/2009	Common Stock	1,41
Stock option (right-to-buy)	\$ 30	<u>(12)</u>	10/23/2007	Common Stock	3,90
Stock option (right-to-buy)	\$ 24.9	<u>(13)</u>	02/16/2015	Common Stock	12,00
Restricted Common Stock (\$1.25 par value per share)	\$ 0 <u>(2)</u>	<u>(14)</u>	<u>(4)</u>	Common Stock	8,00
Stock Option (right-to-buy)	\$ 30.95	<u>(15)</u>	07/13/2015	Common Stock	12,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON THOMAS E 5215 N. O'CONNOR BLVD. SUITE 2300 IRVING, TX 75039			VP, Division President-FPD	

Signatures

/s/ Ronald F. Shuff, by power of attorney

07/19/2005

__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) Option shares vest and become exercisable in three (3) equal annual installments commencing on July 15, 2005 and then on July 15, 2006 and July 15, 2007, respectively.
- (2) The shares of Restricted Common Stock shall be valued at the fair market value upon each vesting date. A conversion, exercise price or derivative price is not applicable.
- (3) 2,400 shares of Restricted Common Stock vest on July 15, 2006 and the remaining 2,400 shares vest on July 15, 2007.
- (4) The lapse of the restrictions on the shares of Restricted Common Stock is contingent upon continued employment with the Issuer. An expiration date is not applicable.
- (5) 5,000 shares of Restricted Common Stock vest on July 17, 2006.

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- (6) 10,621 option shares are fully vested and exercisable; the remaining 4,379 option shares vest on July 17, 2006.
- (7) 2,133 option shares are fully vested and exercisable; the remaining 1,067 option shares vest on July 17, 2005.
- (8) Option shares are fully vested and exercisable.
- (9) Option shares are fully vested and exercisable.
- (10) Option shares are fully vested and exercisable.
- (11) Option shares are fully vested and exercisable.
- (12) Option shares are fully vested and exercisable.
- (13) The option shares vest and become exercisable in three (3) equal annual installments commencing on February 16, 2006, February 16, 2007 and February 16, 2008, respectively.
- (14) One-third of the shares of Restricted Common Stock vests on February 16, 2006, with the remaining thirds vesting on February 16, 2007 and February 16, 2008, respectively.
- (15) The option shares vest and become exercisable in three (3) equal annual installments commencing on July 14, 2006, July 14, 2007 and July 14, 2008, respectively.

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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