

LEWIS EARL R  
Form 4  
November 20, 2008

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
LEWIS EARL R

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
27700A SW PARKWAY AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/18/2008

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

WILSONVILLE, OR 97070

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

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

(City) (State) (Zip)

**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	11/18/2008		M		15,000	A	\$ 18.06 953,711
Common Stock	11/18/2008		S		15,000	D	\$ 30.1576 938,711
Common Stock	11/19/2008		M		15,000	A	\$ 18.06 953,711
Common Stock	11/19/2008		S		15,000	D	\$ 30.977 938,711

Edgar Filing: LEWIS EARL R - Form 4

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 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	11/18/2008		M	15,000	02/04/2005	02/04/2015	Common Stock	15
Non-Qualified Stock Option (right to buy)	\$ 18.06	11/19/2008		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

11/20/2008

\_\_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.

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.