

LEWIS EARL R
Form 4
November 23, 2009

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

OMB APPROVAL

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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)
27700 SW PARKWAY AVENUE

3. Date of Earliest Transaction (Month/Day/Year)
11/19/2009

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

(Street)

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

WILSONVILLE, OR 97070

(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	(A) or (D)	Price
Common Stock					53,600	I	By spouse
Common Stock					30,000	I	In trust for children
Common Stock	11/19/2009		M ⁽¹⁾		25,000	A	\$ 5.87 921,239
Common Stock	11/19/2009		S ⁽¹⁾		25,000	D	\$ 29.77 896,239
Common Stock	11/20/2009		M ⁽¹⁾		25,000	A	\$ 5.87 921,239

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Common Stock 11/20/2009 S(1) 25,000 D \$ 29.39 896,239 D

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

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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)	Amount or Number of Shares (Instr. 3 and 4)
Non-Qualified Stock Option (Right to Sell)	\$ 5.87	11/19/2009		M ⁽¹⁾	25,000	02/12/2003 - 02/12/2012	Common Stock	25,000
Non-Qualified Stock Option (Right to Sell)	\$ 5.87	11/20/2009		M ⁽¹⁾	25,000	02/12/2003 - 02/12/2012	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS EARL R 27700 SW PARKWAY AVENUE WILSONVILLE, OR 97070			CEO, President & Chairman	

Signatures

David A. Muessle, Attorney-in-fact for Earl R. Lewis 11/23/2009

**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) Transaction pursuant to the trading plan established under Rule 10b5-1 of the Securities Exchange Act of 1934, as amended.

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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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