

FITZHENRY JAMES A
 Form 4
 November 08, 2005

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 *
FITZHENRY JAMES A

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

WILSONVILLE, OR 97070

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/07/2005

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/07/2005		M		6,664	A	\$ 2.54
					100,519	(1)	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)

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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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
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	11/07/2005		M	6,664	01/19/1997	01/19/2006	Common Stock	6,0
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	108
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	02/04/2015	Common Stock	40,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FITZHENRY JAMES A 27700A SW PARKWAY AVENUE WILSONVILLE, OR 97070			Sr VP Corp Operations & Sec.	

Signatures

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

11/08/2005

__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) Includes shares acquired through the Company's Employee Stock Purchase Plan and 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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