

TEICH ANDREW C
Form 4
February 21, 2006

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 *
TEICH ANDREW C

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

3. Date of Earliest Transaction (Month/Day/Year)
02/13/2006

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

Co-President Imaging

(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	02/13/2006		A		5,700	A	\$ 0
Common Stock	02/16/2006		S		8,500	D	\$ 25.76
Common Stock	02/17/2006		S		28,500	D	\$ 25.68
							63,874
							55,374
							26,874

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

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SEC 1474 (9-02)

number.

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 Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 36.11					02/04/2005 02/04/2015	Common Stock 75
Incentive Stock Option (right to buy)	\$ 4.63					03/31/2000 03/31/2009	Common Stock 23
Non-Qualified Stock Option (right to buy)	\$ 9.25					12/27/2002 12/27/2011	Common Stock 10
Incentive Stock Option (right to buy)	\$ 11.73					02/12/2004 02/12/2012	Common Stock 8,
Non-Qualified Stock Option (right to buy)	\$ 9.25					12/27/2002 12/27/2011	Common Stock 73
Non-Qualified Stock Option (right to buy)	\$ 11.73					02/12/2003 02/12/2012	Common Stock 91
Non-Qualified Stock Option (right to buy)	\$ 19.58					12/01/2004 02/23/2009	Common Stock 60
Incentive Stock Option (right to buy)	\$ 25.14	02/13/2006		A	11,931	02/13/2007 02/13/2016	Common Stock 11
Non-Qualified Stock Option (right to buy)	\$ 25.14	02/13/2006		A	47,769	02/13/2007 02/13/2016	Common Stock 47

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TEICH ANDREW C 27700A SW PARKWAY AVENUE WILSONVILLE, OR 97070			Co-President Imaging	

Signatures

David A. Muessle, Attorney-in-fact for Andrew C. Teich	02/21/2006
<u> </u> **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.
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