

FITZHENRY JAMES A  
 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 \*  
 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)  
 02/13/2006

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 (D) Price			
Common Stock	02/13/2006		A	3,300 A \$ 0	103,844 <sup>(1)</sup>	D	

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)**

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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	Am Num Sha
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
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
Non-Qualified Stock Option (right to buy)	\$ 9.25					12/27/2002	12/27/2011	Common Stock	10
Non-Qualified Stock Option (right to buy)	\$ 11.73					02/12/2003	02/12/2012	Common Stock	9
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
Incentive Stock Option (right to buy)	\$ 25.14	02/13/2006		A	11,931	02/13/2007	02/13/2016	Common Stock	1
Non-Qualified Stock Option (right to buy)	\$ 25.14	02/13/2006		A	22,269	02/13/2007	02/13/2016	Common Stock	22

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

