

FLIR SYSTEMS INC
Form 5
February 11, 2008

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

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Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

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

(Last) (First) (Middle)

27700A SW PARKWAY AVENUE

(Street)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2007

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)
CEO, President & Chairman

6. Individual or Joint/Group Reporting

(check applicable line)

WILSONVILLE, OR 97070

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	Â	Â	53,600 ⁽¹⁾	I	Spouse
Common Stock	Â	Â	Â	Â	Â	Â	845,089 ⁽¹⁾ ₍₂₎	D	Â

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

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SEC 2270 (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)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount
Non-Qualified Stock Option (right to buy)	\$ 18.06	Â	Â	Â	Â	Â	02/04/2005	02/04/2015	Common Stock	800
Non-Qualified Stock Option (right to buy)	\$ 5.87	Â	Â	Â	Â	Â	02/12/2003	02/12/2012	Common Stock	782
Non-Qualified Stock Option (right to buy)	\$ 9.79	Â	Â	Â	Â	Â	12/01/2004	02/23/2009	Common Stock	200
Incentive Stock Option (right to buy)	\$ 12.57	Â	Â	Â	Â	Â	02/13/2007	02/13/2016	Common Stock	23,
Non-Qualified Stock Option (right to buy)	\$ 12.57	Â	Â	Â	Â	Â	02/15/2007	02/13/2016	Common Stock	266
Non-Qualified Stock Option (right to buy)	\$ 20.75	Â	Â	Â	Â	Â	02/15/2008	05/01/2017	Common Stock	250
Non-Qualified Stock Option (right to buy)	\$ 4.63	Â	Â	Â	Â	Â	12/27/2002	12/27/2011	Common Stock	603

Reporting Owners

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

Signatures

David A. Muessle, Attorney-in-fact for Earl R.
Lewis

02/11/2008

__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).
- (1) Adjusted for the Company's two-for-one stock split effected on December 10, 2007.
 - (2) Includes shares purchased through the Company's 401k plan.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.