

FLIR SYSTEMS INC  
Form 5  
February 11, 2008

**FORM 5**

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

OMB APPROVAL

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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 \*  
**BAILEY STEPHEN M**  
  
(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)  
**Sr Vice President & CFO**

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)	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)
				(A) or (D) Price			
Common Stock	Â	Â	Â	Â	91,997 <sup>(1)</sup> <u>(2)</u>	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)	\$ 5.87	Â	Â	Â	Â	Â	02/12/2003	02/12/2012	Common Stock	194
Non-Qualified Stock Option (right to buy)	\$ 9.79	Â	Â	Â	Â	Â	12/01/2004	02/23/2009	Common Stock	120
Non-Qualified Stock Option	\$ 18.06	Â	Â	Â	Â	Â	02/04/2005	02/04/2015	Common Stock	150
Non-Qualified Stock Option (right to buy)	\$ 4.63	Â	Â	Â	Â	Â	12/27/2002	12/27/2011	Common Stock	279
Incentive Stock Options (right to buy)	\$ 12.57	Â	Â	Â	Â	Â	02/13/2007	02/13/2016	Common Stock	15,
Non-Qualified Stock Options (right to buy)	\$ 12.57	Â	Â	Â	Â	Â	02/15/2007	02/13/2016	Common Stock	109
Non-Qualified Stock Option (right to buy)	\$ 20.75	Â	Â	Â	Â	Â	02/15/2008	05/01/2017	Common Stock	70,

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAILEY STEPHEN M 27700A SW PARKWAY AVENUE WILSONVILLE, OR 97070	Â	Â	Â Sr Vice President & CFO	Â

## Signatures

David A. Muessle, Attorney-in-fact for Stephen M. Bailey 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) Includes shares acquired through the Company's Employee Stock Purchase Plan.
- (2) Adjusted for the Company's two-for-one stock split effected on December 10, 2007.

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.