FLIR SYSTEMS INC Form 4

April 30, 2008

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction 1(b).

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)

(Last)

(City)

1. Name and Address of Reporting Person * SMITH MICHAEL T

2. Issuer Name and Ticker or Trading Symbol

3. Date of Earliest Transaction

FLIR SYSTEMS INC [FLIR]

(Month/Day/Year) 04/28/2008

27700A SW PARKWAY AVENUE

(First)

(State)

(Street)

(Middle)

(Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

WILSONVILLE, OR 97070

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

Code (Month/Day/Year) (Instr. 8)

4. Securities TransactionAcquired (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 7. Nature of Form: Direct Indirect (D) or Indirect (I) (Instr. 4)

Beneficial Ownership (Instr. 4)

or (D) Price

(A)

Code V Amount

Common 04/28/2008 Stock

833 A

\$0 8,833 (1) D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Am or Nu of S
Non-Qualified Stock Option (right to buy)	\$ 6.12 (1)					04/24/2003	04/24/2013	Common Stock	48
Non-Qualified Stock Option (right to buy)	\$ 11.13 (1)					04/21/2004	04/21/2014	Common Stock	48
Non-Qualified Stock Option (right to buy)	\$ 12.87 (1)					04/20/2005	04/20/2015	Common Stock	48
Non-Qualified Stock Option (right to buy)	\$ 12.91 (1)					04/26/2006	04/26/2016	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 20.75 (1)					05/01/2007	05/01/2017	Common Stock	20
Non-Qualified Stock Option (right to buy)	\$ 34.31	04/28/2008		A	11,200	04/28/2008	04/28/2018	Common Stock	11

Reporting Owners

Reporting Owner Name / Address	Relationships									
reporting () mor i mino / i maress	Director	10% Owner	Officer	Other						
SMITH MICHAEL T 27700A SW PARKWAY AVENUE WILSONVILLE, OR 97070	X									
Signatures										
David A. Muessle, Attorney-in-fact for Smith	04/3	04/30/2008								

**Signature of Reporting Person

Reporting Owners 2

Date

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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 2-for-1 stock split on 12/10/2007.

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