

FITZHENRY JAMES A

Form 4

February 21, 2006

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Sr VP Corp Operations &amp; Sec.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
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)**

# Edgar Filing: FITZHENRY JAMES A - Form 4

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun 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

FITZHENRY JAMES A  
27700A SW PARKWAY AVENUE  
WILSONVILLE, OR 97070

Sr VP Corp Operations & Sec.

## Signatures

David A. Muessle, Attorney-in-fact for James A.  
Fitzhenry

02/21/2006

\_\_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 401k Plan

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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