

FLIR SYSTEMS INC
Form 5
February 11, 2008

FORM 5

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).
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

OMB APPROVAL

OMB
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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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	Â	Â	Â	Â	91,997 ⁽¹⁾ <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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contained in this form are not required to respond unless
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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 Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount Number Share
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,Â ORÂ 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.