

FLOWSERVE CORP
Form 4
February 17, 2006

FORM 4

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

OMB APPROVAL

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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)

1. Name and Address of Reporting Person *
JACKO JOHN H

(Last) (First) (Middle)
**5215 N. O'CONNOR
BLVD., SUITE 2300**

(Street)

IRVING, TX 75039

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLOWSERVE CORP [FLS]

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2006

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)
VP-Strategy, Mkt. & Comm.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock (\$1.25 par value per share) | 02/15/2006 | | A | 6,000 | A \$ 48.17 | 26,707 ⁽¹⁾ | D |
| Common Stock (\$1.25 par value per share) | | | | | | 73 | I 401(k) |

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock option (right-to-buy) | \$ 22.9 | | | | | <u>(2)</u> 07/15/2014 | Common Stock 5 |
| Stock option (right-to-buy) | \$ 19.15 | | | | | <u>(3)</u> 07/17/2013 | Common Stock 7 |
| Stock option (right-to-buy) | \$ 24.84 | | | | | <u>(4)</u> 07/17/2012 | Common Stock 3 |
| Stock Option (right-to-buy) | \$ 24.9 | | | | | <u>(5)</u> 02/16/2015 ⁽⁴⁾ | Common Stock 5 |
| Stock Option (right-to-buy) | \$ 30.95 | | | | | <u>(6)</u> 07/13/2015 | Common Stock 9 |
| Stock Option (right-to-buy) | \$ 48.17 | 02/15/2006 | | A | 10,000 | <u>(7)</u> 02/15/2016 | Common Stock 10 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| JACKO JOHN H 5215 N. O'CONNOR BLVD. SUITE 2300 IRVING, TX 75039 | | | VP-Strategy, Mkt. & Comm. | |

Signatures

/s/ Tara D. Mackey, by power of attorney
02/17/2006

**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).

- The reporting person previously reported grants by issuer of restricted common stock on Table II. An aggregate of 12,000 shares of these grants reported on Table II remain unvested. New grant represents 6,000 shares of restricted common stock issued under the Flowserve Corporation 2004 Stock Compensation Plan. One-third of the shares of restricted common stock vest February 16, 2007 and the remaining thirds vest February 16, 2008 and February 16, 2009, respectively.
- (1) The option shares vest in three (3) equal annual installments beginning on July 15, 2005, with the remaining thirds vesting on July 15, 2006 and July 15, 2007, respectively.
 - (2) 3,589 option shares are vested and fully exercisable; another 1,411 option shares vest on July 17, 2005 and the remaining 2,500 option shares vest on July 17, 2006.
 - (3) 2,000 option shares are fully vested and exercisable, the remaining 1,000 option shares vest on July 17, 2005.
 - (4) The option shares vest and become exercisable in three (3) equal annual installments commencing on February 16, 2006, February 16, 2007 and February 16, 2008, respectively.
 - (5) The option shares vest and become exercisable in three (3) equal annual installments commencing on July 14, 2006, July 14, 2007 and July 14, 2008, respectively.
 - (6) The option shares vest and become exercisable in three (3) equal annual installments commencing on February 16, 2007, February 16, 2008 and February 16, 2009, respectively.
 - (7)

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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