

FLOWSERVE CORP
Form 4
February 18, 2005

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 *
BEALL ANDREW J

(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)
02/16/2005

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, Division President-FSD

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 Indirect Beneficial Ownership (Instr. 4) |
|-------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock (\$1.25 par value per share) | | | | (A) or (D) Price | 9,242 | I | 401(k) |

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

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SEC 1474 (9-02)

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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 Underlying Security (Instr. 3 and 4) | |
|------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------|--------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title |
| Stock option (right-to-buy) | \$ 27.56 | | | | | <u>(1)</u> | 10/19/2005 | Common Stock |
| Stock option (right-to-buy) | \$ 26.5 | | | | | <u>(2)</u> | 10/23/2006 | Common Stock |
| Stock option (right-to-buy) | \$ 30 | | | | | <u>(3)</u> | 10/23/2007 | Common Stock |
| Stock option (right-to-buy) | \$ 18.5 | | | | | <u>(4)</u> | 11/02/2008 | Common Stock |
| Stock option (right-to-buy) | \$ 18.5 | | | | | <u>(5)</u> | 11/02/2008 | Common Stock |
| Stock option (right-to-buy) | \$ 17 | | | | | <u>(6)</u> | 08/02/2009 | Common Stock |
| Stock option (right-to-buy) | \$ 17 | | | | | <u>(7)</u> | 08/02/2009 | Common Stock |
| Stock option (right-to-buy) | \$ 17.81 | | | | | <u>(8)</u> | 08/22/2010 | Common Stock |
| Stock option (right-to-buy) | \$ 27.12 | | | | | <u>(9)</u> | 07/18/2011 | Common Stock |
| Stock option (right-to-buy) | \$ 24.84 | | | | | <u>(10)</u> | 07/17/2012 | Common Stock |
| Stock option (right-to-buy) | \$ 19.15 | | | | | <u>(11)</u> | 07/17/2013 | Common Stock |
| Stock option (right-to-buy) | \$ 22.9 | | | | | 07/15/2005 | 07/15/2014 | Common Stock |
| Restricted Common Stock (\$1.25 par value per share) | \$ 0 <u>(12)</u> | | | | | <u>(13)</u> | <u>(14)</u> | Common Stock |
| Stock option (right-to-buy) | \$ 24.9 | 02/16/2005 | | A | 10,000 | <u>(15)</u> | 02/16/2015 | Common Stock |

| | | | | | | | |
|------------------------------------------------------------------|----------------------|------------|---|-------|-----------------|----------------------------|-----------------|
| Restricted Common Stock (\$1.25 par value per share) | \$ 0 ⁽¹⁶⁾ | 02/16/2005 | A | 7,000 | ⁽¹⁷⁾ | 02/16/2005 ⁽¹⁸⁾ | Common Stock |
|------------------------------------------------------------------|----------------------|------------|---|-------|-----------------|----------------------------|-----------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|----------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BEALL ANDREW J 5215 N. O'CONNOR BLVD. SUITE 2300 IRVING, TX 75039 | | | VP, Division President-FSD | |

Signatures

/s/ Ronald F. Shuff, by power of attorney

02/18/2005

**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) 2,280 option shares are fully vested and exercisable.
 - (2) 1,667 option shares are fully vested and exercisable.
 - (3) 4,000 option shares are fully vested and exercisable.
 - (4) 2,050 option shares are fully vested and exercisable.
 - (5) 250 option shares are fully vested and exercisable.
 - (6) 2,598 option shares are fully vested and exercisable.
 - (7) 1,935 option shares are fully vested and exercisable.
 - (8) 3,800 option shares are fully vested and exercisable.
 - (9) 2,500 option shares are fully vested and exercisable.
 - (10) 2,000 option shares are fully vested and exercisable. The remaining 1,000 shares vest on July 17, 2005.
 - (11) The option shares vest and become exercisable in three (3) equal annual installments commencing on July 17, 2004, July 17, 2005 and July 17, 2006.
 - (12) The shares of Restricted Common Stock shall be valued at the fair market value upon each vesting date. A conversion or exercise price is not applicable.
 - (13) One-half of the shares of Restricted Common Stock vests on July 15, 2009, with the remaining half vesting on July 15, 2014.
 - (14) Vesting of the shares of Restricted Common Stock is contingent upon continued employment with the Issuer. An expiration date is not applicable.
 - (15) 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.
 - (16) The shares of Restricted Common Stock shall be valued at the fair market value upon each vesting date. A conversion or exercise price is not applicable.

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- (17) One-third of the shares of Restricted Common Stock vests on February 16, 2006, and the remaining thirds vest on February 16, 2007 and February 16, 2008, respectively.
- (18) 18 The lapse of the restrictions on the shares of Restricted Common Stock is contingent upon continued employment with the Issuer. An expiration date is not applicable.

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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