LEWIS EARL R Form 4 May 21, 2007

FORM 4

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

OMB 3235-0287 Number:

OMB APPROVAL

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Expires: 2005 Estimated average burden hours per

response...

January 31,

0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LEWIS EARL R			2. Issuer Name and Ticker or Trading Symbol FLIR SYSTEMS INC [FLIR]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
27700A SW	PARKWAY	Y AVENUE	05/17/2007	X Officer (give title Other (specify below) CEO, President & Chairman		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
WILSONVILLE, OR 97070				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acquii	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3,	ed of		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							26,800	I	Spouse
Common Stock	05/17/2007		M	30,187	A	\$ 9.25	414,356 (1)	D	
Common Stock	05/17/2007		S	30,187	D	\$ 40.1702	384,169	D	
Common Stock	05/18/2007		M	30,187	A	\$ 9.25	414,356	D	
Common Stock	05/18/2007		S	30,187	D	\$ 40.1785	384,169	D	

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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. Transactic Code (Instr. 8)	5. Number of orderivative Securities Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	Expiration Da (Month/Day/Y	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 Nui Sha	
Non-Qualified Stock Option (right to buy)	\$ 36.11					02/04/2005	02/04/2015	Common Stock	40	
Non-Qualified Stock Option (right to buy)	\$ 9.25	05/17/2007		M	30,18	7 12/27/2002	12/27/2011	Common Stock	30	
Non-Qualified Stock Option (right to buy)	\$ 11.73					02/12/2003	02/12/2012	Common Stock	39	
Non-Qualified Stock Option (right to buy)	\$ 19.58					12/01/2004	02/23/2009	Common Stock	15	
Incentive Stock Option (right to buy)	\$ 25.14					02/13/2007	02/13/2016	Common Stock	11	
Non-Qualified Stock Option (right to buy)	\$ 25.14					02/15/2007	02/13/2016	Common Stock	13	
Non-Qualified Stock Option (right to buy)	\$ 41.5					02/15/2008	05/01/2017	Common Stock	12	
Non-Qualified Stock Option (right to buy)	\$ 9.25	05/18/2007		M	30,18	7 12/27/2002	12/27/2011	Cpmmon Stock	30	

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

LEWIS EARL R

27700A SW PARKWAY AVENUE

CEO, President & Chairman

WILSONVILLE, OR 97070

Signatures

David A. Muessle, Attorney-in-fact for Earl R. Lewis

05/21/2007

**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 adjustment for incorrect number of securities owned as reported on Form 4 filed on May 17, 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.

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