FLIR SYSTEMS INC

Form 4

August 23, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * HART JOHN C

2. Issuer Name and Ticker or Trading Symbol

Issuer

5. Relationship of Reporting Person(s) to

FLIR SYSTEMS INC [FLIR]

(Check all applicable)

(Last)

(City)

(First)

(Middle)

(Zip)

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

08/19/2005

X_ Director 10% Owner Officer (give title

below)

Other (specify

27700A SW PARKWAY AVENUE

(Street)

(State)

4. If Amendment, Date Original

Filed(Month/Day/Year)

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

WILSONVILLE, OR 97070

		1 40	Table 1 - Non-Derivative Securities Acquired, Disposed 61, 61 Deficienciany Owned						
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any	3. Transaction	4. Securion Dispo	sed of	` ′	5. Amount of Securities Beneficially	6. Ownership Form:	7. Nature of Indirect Beneficial
(moure)		(Month/Day/Year)	(Instr. 8)	(msure,	(A)	, , ,	Owned Following Reported Transaction(s)	Direct (D) or Indirect (I)	Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(Instr. 4)	
Common Stock	08/19/2005		M	5,000	A	\$ 11.82	5,000	D	
Common Stock	08/19/2005		S	2,000	D	\$ 32.7495	3,000	D	
Common Stock	08/19/2005		S	3,000	D	\$ 32.8721	0	D	

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

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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. Transactio Code (Instr. 8)	5. Number proof 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 Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Non-Qualified Stock Option (right to buy)	\$ 11.82	08/19/2005		M	5,000	04/24/2002	04/24/2012	Common Stock	5,0
Non-Qualified Stock Option (right to buy)	\$ 12.24					04/24/2003	04/24/2013	Common Stock	24,0
Non-Qualified Stock Option (right to buy)	\$ 22.25					04/21/2004	04/21/2014	Common Stock	24,0
Non-Qualified Stock Option (right to buy)	\$ 25.73					04/20/2005	04/20/2015	Common Stock	24,0

Reporting Owners

Reporting Owner Name / Address	Relationships					
• 5	Director	10% Owner	Officer	Other		
HART JOHN C 27700A SW PARKWAY AVENUE WILSONVILLE, OR 97070	X					

Signatures

David A. Muessle, Attorney-in-fact for John C. Hart 08/23/2005

**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).

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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