

FLOWSERVE CORP
Form 4
July 19, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
Pajonas Thomas L

(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)
07/15/2005

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, Div. Pres-FCD

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock (\$1.25 par value per share) | 07/15/2005 | | M | | 2,334 | A | \$ 30.75 |
| Common Stock (\$1.25 par value per share) | 07/15/2005 | | F | | 618 | D | \$ 30.75 |
| Common Stock | | | | | | | 68 |
| | | | | | | I | 401(k) |

(\$1.25 par
value per
share)

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

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SEC 1474
(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 Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (right-to-buy) | \$ 22.9 | | | | | <u>(2)</u> | 07/15/2014 | Common Stock | 11,000 |
| Restricted Common Stock (\$1.25 par value per share) | \$ 30.75 | 07/15/2005 | | M | 2,334 | <u>(4)</u> | <u>(5)</u> | Common Stock | 4,666 |
| Restricted Common Stock (\$1.25 par value per share) | \$ 0 <u>(3)</u> | | | | | <u>(6)</u> | <u>(5)</u> | Common Stock | 4,000 |
| Restricted Common Stock (\$1.25 par value per share) | \$ 0 <u>(3)</u> | | | | | <u>(7)</u> | <u>(5)</u> | Common Stock | 8,000 |
| Stock Option (right-to-buy) | \$ 24.9 | | | | | <u>(8)</u> | 02/16/2015 | Common Stock | 11,000 |
| Stock Option (right-to-buy) | \$ 27.97 | | | | | <u>(9)</u> | 04/20/2015 | Common Stock | 15,000 |
| Stock Option | \$ 30.95 | | | | | <u>(10)</u> | 07/13/2015 | Common | 25,000 |

(right-to-buy)

Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pajonas Thomas L 5215 N. O'CONNOR BLVD. SUITE 2300 IRVING, TX 75039 | | | VP, Div. Pres-FCD | |

Signatures

/s/ Tara D. Mackey, by power of attorney
07/18/2005

**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) On April 20, 2005 the reporting person filed a Form 4 disclosing on Table II the grant by issuer of 15,000 shares of Restricted Common Stock. As previously reported, these shares vest in equal annual one-third increments beginning on April 20, 2006, April 20, 2007 and April 20, 2008, respectively. None of the shares relating to this grant have vested. The reporting person subsequently began reporting this grant on Table I. Accordingly, this amount reflects the total shares of Restricted Common Stock granted to the reporting person on April 20, 2005.
 - (2) 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.
 - (3) The shares of Restricted Common Stock shall be valued at the fair market value upon each vesting date. A conversion, exercise or derivative security price is not applicable.
 - (4) 2,333 shares of Restricted Common Stock vest on July 15, 2006 and the remaining 2,333 shares vest on July 15, 2007.
 - (5) Vesting of the shares of Restricted Common Stock is contingent upon continued employment with the Issuer. An expiration date is not applicable.
 - (6) 2,000 shares of Restricted Common Stock vests on May 3, 2006 and the remaining 2,000 shares vest on May 3, 2007.
 - (7) One-third of the shares of Restricted Common Stock vests on February 16, 2006, with the remaining thirds vesting on February 16, 2007 and February 16, 2008, respectively.
 - (8) 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.
 - (9) The option shares vest and become exercisable in three (3) equal annual installments commencing on April 20, 2006, April 20, 2007 and April 20, 2008, respectively.
 - (10) 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.

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.