

FLIR SYSTEMS INC
Form 4
March 30, 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 *
BAILEY STEPHEN M

(Last) (First) (Middle)
16505 SW 72ND AVENUE
(Street)

PORTLAND, OR 97224

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLIR SYSTEMS INC [FLIR]

3. Date of Earliest Transaction (Month/Day/Year)
03/28/2005

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)
Sr Vice President & CFO

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/28/2005		M	8,528	A \$ 11.73	67,179	D
Common Stock	03/28/2005		M	1,832	A \$ 7.23	69,011	D
Common Stock	03/28/2005		M	12,240	A \$ 9.25	81,251	D

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

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SEC 1474 (9-02)

number.

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)	
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Am or Nur of S
Incentive Stock Option (right to buy)	\$ 7.23	03/28/2005		M	1,832	09/10/2001 09/10/2011	Common Stock	1,
Incentive Stock Option (right to buy)	\$ 9.25	03/28/2005		M	12,240	12/27/2002 12/27/2011	Common Stock	12
Incentive Stock Option (right to buy)	\$ 11.73	03/28/2005		M	8,528	02/12/2003 02/12/2012	Common Stock	8,
Non-Qualified Stock Option (right to buy)	\$ 11.73					02/12/2003 02/12/2012	Common Stock	97
Non-Qualified Stock Option (right to buy)	\$ 19.58					12/01/2004 02/23/2009	Common Stock	60
Non-Qualified Stock Option	\$ 36.11					02/04/2005 02/04/2015	Common Stock	75
Non-Qualified Stock Option (right to buy)	\$ 9.25					12/27/2002 12/27/2011	Common Stock	40

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BAILEY STEPHEN M 16505 SW 72ND AVENUE PORTLAND, OR 97224			Sr Vice President & CFO	

Signatures

David A. Muessle, Attorney-in-fact for Stephen M.
Bailey

03/30/2005

__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.

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