

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

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

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

(Check all applicable)

(Last) (First) (Middle)

27700A SW PARKWAY AVENUE

3. Date of Earliest Transaction
(Month/Day/Year)
11/02/2005

_____ Director _____ 10% Owner
 ___X___ Officer (give title _____ Other (specify
 below) below)

CEO, President & Chairman

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)
11/04/2005

6. Individual or Joint/Group Filing (Check Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

WILSONVILLE, OR 97070

(City) (State) (Zip)

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/02/2005		P		10,000	A \$ 21.5	360,465 <u>(1)</u>	D	
Common Stock							26,800	I	Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 36.11					02/04/2005 02/04/2015	Common Stock 400,000
Non-Qualified Stock Option (right to buy)	\$ 9.25					12/27/2002 12/27/2011	Common Stock 754,680
Non-Qualified Stock Option (right to buy)	\$ 11.73					02/12/2003 02/12/2012	Common Stock 391,470
Non-Qualified Stock Option (right to buy)	\$ 19.58					12/01/2004 02/23/2009	Common Stock 150,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
LEWIS EARL R 27700A SW PARKWAY AVENUE WILSONVILLE, OR 97070	CEO, President & Chairman

Signatures

David A. Muessle, Attorney-in-fact for Earl R.
Lewis 11/07/2005

__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) Includes shares acquired through the Company's Employee Stock Purchase Plan and 401k Plan

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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