## Edgar Filing: FLIR SYSTEMS INC - Form 4

| FLIR SYSTE  | EMS INC                       |                        |                                |                  |                        |             |   |                         |                                |  |
|---|-------------------------------|------------------------|--------------------------------|------------------|------------------------|-------------|---|-------------------------|--------------------------------|--|
| Form 4  |                               |                        |                                |                  |                        |             |   |                         |                                |  |
| May 02, 2016  | 5                             |                        |                                |                  |                        |             |   |                         |                                |  |
| FORM  | Δ                             |                        |                                |                  |                        |             |   |                         | PPROVAL                        |  |
| Washington, D.C. 20549  |                               |                        |                                |                  |                        |             | OMB<br>Number:  | 3235-0287               |                                |  |
| Check this  | er                            |                        |                                |                  |                        |             |   | Expires:                | January 31,<br>2005<br>average |  |
| subject to  | subject to STATEMENT OF CHANC |                        |                                |                  | CIA                    | LOW         | NERSHIP OF  | Estimated a             |                                |  |
| Section 16  |                               | SECURITIES             |                                |                  |                        |             |   | irs per                 |                                |  |
| Form 4 or<br>Form 5   |                               |                        |                                |                  |                        |             |   |                         | 0.5                            |  |
| obligation  | ·                             | uant to Section        |                                |                  |                        |             | -   |                         |                                |  |
| may conti   | nue. Section 17(a             |                        | •                              | •                | • •                    |             | of 1935 or Sectio                                       | n                       |                                |  |
| See Instru  | ction                         | 30(h) of the In        | ivestment                      | Company          | Act                    | . 01 19     | 40  |                         |                                |  |
| 1(b).   |                               |                        |                                |                  |                        |             |   |                         |                                |  |
| (Print or Type R  | esponses)                     |                        |                                |                  |                        |             |   |                         |                                |  |
| · • • • •   | . ,                           |                        |                                |                  |                        |             |   |                         |                                |  |
| 1. Name and Address of Reporting Person <sup>*</sup> _2. Issuer Name and Ticker or Trading 5. Relationship of |                               |                        |                                |                  |                        |             | Reporting Person(s) to                                  |                         |                                |  |
| CARTER JC   |                               |                        |                                | 0                | Issuer                 |             |   |                         |                                |  |
|   | YSTEMS INC [FLIR]             |                        |                                |                  | (Check all applicable) |             |   |                         |                                |  |
|   |                               |                        | f Earliest Transaction         |                  |                        |             | (Check all applicable)                                  |                         |                                |  |
| (Month/E  |                               |                        | (Month/Day/Year)<br>04/28/2016 |                  |                        |             | _X_ Director  | 10%                     | 6 Owner                        |  |
|   |                               |                        |                                |                  |                        |             | Delow) Officer (give title Delow) Other (specify below) |                         |                                |  |
|   | (Street)                      | 4. If Am               | Amendment, Date Original       |                  |                        |             | 6. Individual or Joint/Group Filing(Check               |                         |                                |  |
|   |                               |                        | onth/Day/Year)                 | -                |                        |             | Applicable Line)  |                         |                                |  |
|   |                               |                        |                                |                  |                        |             | _X_ Form filed by                                       |                         |                                |  |
| WILSONVI  | LLE, OR 97070                 |                        |                                |                  |                        |             | Person  | Nore than One Re        | eporting                       |  |
| (City)  | (State) (2                    | Zip) Tab               | le I - Non-D                   | erivative S      | Securi                 | ties Ac     | quired, Disposed of                                     | f, or Beneficial        | lly Owned                      |  |
| 1.Title of  | 2. Transaction Date           | A. Deemed              | 3.                             | 3. 4. Securities |                        |             | 5. Amount of  | 6. Ownership            | 7. Nature of                   |  |
| Security  | (Month/Day/Year)              | Execution Date, if     |                                |                  |                        |             | Form: Direct  | Indirect                |                                |  |
| (Instr. 3)  |                               | any<br>(Month/Dou/Voor |                                |                  |                        | •           | D) or   | Beneficial              |                                |  |
|   |                               | (Wonui/Day/Tear        |                                |                  |                        |             | Indirect (I)<br>(Instr. 4)                              | Ownership<br>(Instr. 4) |                                |  |
|   |                               |                        |                                |                  |                        |             | Reported  | (1115111-1)             | (11041 ))                      |  |
|   |                               |                        |                                |                  | (A)<br>or              |             | Transaction(s)  |                         |                                |  |
|   |                               |                        | Code V                         | Amount           |                        | Price       | (Instr. 3 and 4)  |                         |                                |  |
| Common  | 04/28/2016                    |                        | А                              | 2,318            | А                      | \$0         | 34,890 <u>(2)</u>                                       | D                       |                                |  |
| Stock   | 04/20/2010                    |                        | A                              | (1)              | A                      | <b>\$</b> U | J+,090 <u>(-)</u>                                       | D                       |                                |  |
|   |                               |                        |                                |                  |                        |             |   |                         |                                |  |

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactio<br>Code<br>(Instr. 8) | 5. Number of<br>orDerivative<br>Securities<br>Acquired (A)<br>or Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | Verivative Expiration Data<br>ecurities (Month/Day/Y<br>ccquired (A)<br>r Disposed of<br>D)<br>instr. 3, 4, |                    | 7. Title and Amou<br>Underlying Secur<br>(Instr. 3 and 4) |                        |
|---|---|---|---|--|--|---|--------------------|---|------------------------|
|   |   |   |   | Code V                                 | (A) (D)  | Date<br>Exercisable   | Expiration<br>Date | Title   | Am<br>or<br>Nu<br>of S |
| Non-Qualified<br>Stock Options<br>(right to buy)    | \$ 30.75  | 04/28/2016                              |   | А                                      | 14,285   | 04/28/2016  | 04/28/2026         | Common<br>Stock   | 14                     |

## **Reporting Owners**

| Reporting Owner Name / Address                                    | Relationships |            |         |       |  |  |  |
|---|---------------|------------|---------|-------|--|--|--|
|   | Director      | 10% Owner  | Officer | Other |  |  |  |
| CARTER JOHN D<br>27700 SW PARKWAY AVENUE<br>WILSONVILLE, OR 97070 | Х             |            |         |       |  |  |  |
| Signatures  |               |            |         |       |  |  |  |
| Brian E. Harding, Attorney-in-fact f                              | ).            | 05/02/2016 |         |       |  |  |  |
| <u>**</u> 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) This is a grant of restricted stock units expected to vest on 4/28/2017.
- (2) Includes dividends on vested restricted stock units.

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.