

FLOWSERVE CORP
Form 4
February 17, 2006

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SHUFF RONALD F

(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)
02/15/2006

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, Secretary and Gen. Counsel

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)	Code V Amount Price		
Common Stock (\$1.25 par value per share)						I	See footnote (1)
Common Stock (\$1.25 par value per share)						I	See footnote (2)
Common Stock						I	401(k)

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(\$1.25 par value per share)

Common Stock

(\$1.25 par value per share) 02/15/2006

A 12,000 A \$ 48.17 45,619 ⁽³⁾ 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)

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
Stock option (right-to-buy)	\$ 19.15					⁽⁴⁾ 07/17/2013	Common Stock	9,000
Stock option (right-to-buy)	\$ 24.84					⁽⁵⁾ 07/17/2012	Common Stock	9,000
Stock option (right-to-buy)	\$ 27.12					⁽⁵⁾ 07/18/2011	Common Stock	9,000
Stock option (right-to-buy)	\$ 17.81					⁽⁵⁾ 08/22/2010	Common Stock	7,800
Stock option (right-to-buy)	\$ 17					⁽⁵⁾ 09/03/2009	Common Stock	5,600
Stock option (right-to-buy)	\$ 18.5					⁽⁵⁾ 11/02/2008	Common Stock	8,340
Stock option (right-to-buy)	\$ 30					⁽⁵⁾ 10/23/2007	Common Stock	9,000
Stock option (right-to-buy)	\$ 22.9					⁽⁶⁾ 07/15/2014	Common Stock	8,500
	\$ 24.9					⁽⁷⁾ 02/16/2015		8,500

Stock option (right-to-buy)							Common Stock	
Stock option (right-to-buy)	\$ 30.95				(8)	07/13/2015	Common Stock	6,50
Stock option (right-to-buy)	\$ 26.5				(9)	(10)	Common Stock	7,00
Stock option (right-to-buy)	\$ 27.56				(11)	(10)	Common Stock	7,00
Stock option (right-to-buy)	\$ 48.17	02/15/2006	A	13,000	(12)	02/15/2016	Common Stock	13,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHUFF RONALD F 5215 N. O'CONNOR BLVD. SUITE 2300 IRVING, TX 75039			VP, Secretary and Gen. Counsel	

Signatures

/s/ Ronald R.
Shuff

02/17/2006

**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) Shares in which the undersigned has a beneficial interest under the Issuer's Dividend Reinvestment Plan.
- (2) Shares in which the undersigned has a beneficial interest in the Issuer's Deferred Compensation Plan held in issuer's Rabbi Trust.
- (3) The 12,000 shares of restricted common stock were issued under the Flowserve Corporation 2004 Stock Compensation Plan. One-third of the shares of restricted common stock vests on February 16, 2007 and the remaining thirds vest on February 16, 2008 and February 16, 2009, respectively.
- (4) The options vest and become exercisable in three (3) equal annual installments on July 17, 2004, July 17, 2005 and July 17, 2006, respectively.
- (5) The options are fully vested and exercisable.
- (6) The option shares vest and become exercisable in three (3) equal annual installments on July 15, 2005, July 15, 2006 and July 15, 2007, respectively.
- (7) The option shares vest and become exercisable in three (3) equal annual installments on February 16, 2006, February 16, 2007 and February 16, 2008, respectively.
- (8) The option shares vest and become exercisable in three (3) equal annual installments on July 14, 2006, July 14, 2007 and July 14, 2008, respectively.
- (9) For purposes of Section 16(a), upon shareholder approval of the required stock compensation plan amendments, extension of the term of the option will result in a deemed cancellation of the old option and the grant of a replacement option. However, for purposes of

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section 409A of the Internal Revenue Code of 1986, such extension will not be deemed to involve a cancellation or new grant. The option was originally granted on October 23, 1996 and is fully vested and exercisable.

- (10) As a result of certain tax considerations discussed in the Issuer's Form 8-K dated December 14, 2005, the option extensions as disclosed in the original Form 4 report have been partially rescinded so that they continue only until the later of (i) 30 days after the options first become lawfully exercisable after the expiration of the securities trading limitations currently applicable to the Issuer's stock option programs or (ii) in the case of options which expire in 2006 under their terms in effect as originally granted, the later of December 31, 2006 or two and one-half months after the date of their respective original expiration dates.

- (11) For purposes of Section 16(a), upon shareholder approval of the required stock compensation plan amendments, extension of the term of the option will result in a deemed cancellation of the old option and the grant of a replacement option. However, for purposes of section 409A of the Internal Revenue Code of 1986, such extension will not be deemed to involve a cancellation or new grant. The option was originally granted on October 19, 1995 and is fully vested and exercisable.

- (12) The option shares vest and become exercisable in three (3) equal annual installments commencing on February 16, 2007 and the remaining thirds vest on February 16, 2008 and February 16, 2009, respectively.

Remarks:

The transactions reported in this form are subject to Issuer's shareholders approving certain stock compensation plan amendments. Such amendments will be submitted to shareholders at Issuer's next annual shareholder meeting (tentatively scheduled for March 2006) and, accordingly, such transactions are being reported earlier than required.

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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