

FLOWSERVE CORP
Form 4
July 19, 2006

FORM 4

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

OMB APPROVAL

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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 *
FERGUSON THOMAS E

(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)

07/17/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
X Officer (give title below) _____ Other (specify below)
VP & Pres. Flowserve Pump Div.

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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	(D)	Price
Common Stock (\$1.25 par value per share)	07/17/2006		F		1,323	D	\$ 53
Common Stock (\$1.25 par value per share)					4,116	I	
Common Stock					7,488.39	I	
							Rabbi Trust
							401(k)

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(\$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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(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)	8. Amount or Number of Shares
Stock Option (right-to-buy)	\$ 22.9					<u>(1)</u> 07/15/2014	Common Stock	9,000
Stock Option (right-to-buy)	\$ 19.15					<u>(2)</u> 07/17/2013	Common Stock	15,000
Stock Option (right-to-buy)	\$ 24.84					<u>(2)</u> 07/17/2012	Common Stock	3,200
Stock Option (right-to-buy)	\$ 27.12					<u>(2)</u> 07/18/2011	Common Stock	4,000
Stock Option (right-to-buy)	\$ 17.81					<u>(2)</u> 08/22/2010	Common Stock	3,000
Stock Option (right-to-buy)	\$ 17					<u>(2)</u> 08/03/2009	Common Stock	3,167
Stock Option (right-to-buy)	\$ 30					<u>(2)</u> 10/23/2007	Common Stock	3,900
Stock Option (right-to-buy)	\$ 24.9					<u>(3)</u> 02/16/2015	Common Stock	12,000
Stock Option (right-to-buy)	\$ 30.95					<u>(4)</u> 07/13/2015	Common Stock	12,000
Stock Option	\$ 48.17					<u>(5)</u> 02/15/2016	Common	17,600

(right-to-buy)

Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FERGUSON THOMAS E 5215 N. O'CONNOR BLVD., SUITE 2300 IRVING, TX 75039			VP & Pres. Flowserve Pump Div.	

Signatures

/s/ Tara D. Mackey, attorney
in fact

07/19/2006

__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) 6,000 option shares are vested and exercisable and the remaining 3,000 shares vest on July 15, 2007.
- (2) The option shares are fully vested and exercisable.
- (3) 4,000 option shares are vested and exercisable and the remaining 8,000 option shares vest in two equal installments on February 16, 2007 and February 16, 2008.
- (4) 4,000 option shares are vested and exercisable and the remaining 8,000 shares vest in two equal annual installments of July 14, 2007 and July 14, 2008.
- (5) The option shares vest and become exercisable as follows: 5,867 on February 16, 2007; 5,866 shares on February 16, 2008 and 5,867 shares on February 16, 2009.

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.