

FLOWSERVE CORP
Form 4
November 14, 2007

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)

11/12/2007

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)
SVP & Pres Flowserve Pump Div.

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) |
|---|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock (\$1.25 par value per share) | 11/12/2007 | | M | | 4,000 A \$ 30.95 | 51,992 | D |
| Common Stock (\$1.25 par value per share) | 11/12/2007 | | S | | 4,000 (1) D \$ 92.2989 | 47,992 | D |
| Common Stock | 11/12/2007 | | M | | 5,867 A \$ 48.17 | 53,859 | D |

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(\$1.25 par value per share)

Common Stock

(\$1.25 par value per share) 11/12/2007

S 5,867⁽¹⁾ D \$ 92.2989 47,992 D

Common Stock

(\$1.25 par value per share) 11/12/2007

M 2,743 A \$ 24.9 50,735 D

Common Stock

(\$1.25 par value per share) 11/12/2007

S 2,743⁽¹⁾ D \$ 92.2989 47,992 D

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

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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) | \$ 48.17 | 11/12/2007 | | M | 5,867 | ⁽²⁾ 02/15/2016 | Common Stock | 5,867 |
| Stock Option (right-to-buy) | \$ 30.95 | 11/12/2007 | | M | 4,000 | ⁽³⁾ 07/13/2015 | Common Stock | 4,000 |
| Stock Option (right-to-buy) | \$ 24.9 | 11/12/2007 | | M | 2,743 | ⁽⁴⁾ 02/16/2015 | Common Stock | 2,743 |

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 | | | SVP & Pres Flowserve Pump Div. | |

Signatures

/s/ Tara D. Mackey, attorney
in fact

11/14/2007

__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 were exercised and sold pursuant to a 10b5-1 plan previously entered into by the reporting person.
 - (2) 5,867 option shares are vested and exercisable and the remaining 9,658 option shares vest as follows: 5,866 shares on February 16, 2008 and 3,792 shares on February 16, 2009.
 - (3) 4,000 option shares are vested and exercisable and the remaining 3,988 shares vest and become exercisable on July 14, 2008.
 - (4) All of the option shares are fully vested and exercisable.

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.