

FLOWSERVE CORP
Form 4
April 22, 2005

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 *
BLINN MARK A

2. Issuer Name and Ticker or Trading Symbol
FLOWSERVE CORP [FLS]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
5215 N. O'CONNOR BLVD., SUITE 2300

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/20/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Chief Financial Officer

IRVING, TX 75039

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

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

(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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	A
Restricted Common Stock (\$1.25 par value per share) ⁽¹⁾	<u>(2)</u>								11/10/2007	<u>(3)</u>	Common Stock	
Restricted Common Stock (\$1.25 par value per share) ⁽¹⁾	<u>(2)</u>								<u>(4)</u>	<u>(3)</u>	Common Stock	
Stock option (right-to-buy)	\$ 24.9	02/16/2005		A			14,000		<u>(5)</u>	02/16/2015	Common Stock	1
Restricted Common Stock (\$1.25 par value per share) ⁽¹⁾	\$ 0 <u>(2)</u>	04/20/2005		A			15,000		<u>(6)</u>	04/20/2015 ⁽³⁾	Common Stock	1
Stock option (right-to-buy)	\$ 27.97	04/20/2005		A			15,000		<u>(7)</u>	04/20/2015	Common Stock	1

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BLINN MARK A 5215 N. O'CONNOR BLVD. SUITE 2300 IRVING, TX 75039			VP and Chief Financial Officer	

Signatures

/s/ Ronald F. Shuff, by power of attorney 04/22/2005

⁽¹⁾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) Issued under the Flowserve Corporation 2004 Stock Compensation Plan.

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- (2) The shares of Restricted Common Stock shall be valued at the fair market value upon the vesting date. A conversion or exercise price is not applicable.
- (3) The lapse of the restrictions on the shares of Restricted Common Stock is contingent upon Reporting Person's continued employment with the Issuer. An expiration date is not applicable.
- (4) One-third of the shares of Restricted Common Stock vests on February 16, 2006, with remaining thirds vesting on February 16, 2007 and February 16, 2008, respectively.
- (5) The option shares vest and become exercisable in three (3) equal annual installments commencing on February 16, 2006, February 16, 2007 and February 16, 2008, respectively.
- (6) One-third of the shares of Restricted Common Stock vests on April 20, 2006, with remaining thirds vesting on April 20, 2007 and April 20, 2008, respectively.
- (7) The option shares vest and become exercisable in three (3) equal annual installments commencing on April 20, 2006, April 20, 2007 and April 20, 2008, respectively.

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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