

FLOWSERVE CORP
Form 4
July 19, 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

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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 *
DAILEY MARK D

(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)
07/15/2006

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 and Chief Compliance Office

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 Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (D) | Price |
| Common Stock (\$1.25 par value per share) | 07/15/2006 | | F | | 309 | D | \$ 53,27,073 |
| Common Stock (\$1.25 par value per share) | | | | | 10,580 | I | |
| Common Stock | | | | | 119.86 | 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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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right-to-buy) | \$ 22.9 | | | | | <u>(1)</u> 07/15/2014 | Common Stock | 6,000 |
| Stock Option (right-to-buy) | \$ 19.15 | | | | | <u>(2)</u> 07/17/2013 | Common Stock | 8,000 |
| Stock Option (right-to-buy) | \$ 24.84 | | | | | <u>(2)</u> 07/17/2012 | Common Stock | 8,000 |
| Stock Option (right-to-buy) | \$ 27.12 | | | | | <u>(2)</u> 07/18/2011 | Common Stock | 8,000 |
| Stock Option (right-to-buy) | \$ 17.81 | | | | | <u>(2)</u> 08/22/2010 | Common Stock | 7,400 |
| Stock Option (right-to-buy) | \$ 16.06 | | | | | <u>(2)</u> 09/10/2009 | Common Stock | 7,500 |
| Stock Option (right-to-buy) | \$ 30.95 | | | | | <u>(3)</u> 07/13/2015 | Common Stock | 16,500 |
| Stock Option (right-to-buy) | \$ 48.17 | | | | | <u>(4)</u> 02/15/2016 | Common Stock | 12,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DAILEY MARK D 5215 N. O'CONNOR BLVD., SUITE 2300 IRVING, TX 75039 | | | VP and Chief Compliance Office | |

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) 4,000 option shares are vested and exercisable and the remaining 2,000 option shares vest on July 15, 2007.
- (2) The option shares are fully vested and exercisable.
- (3) 5,500 option shares are vested and exercisable and the remaining 11,000 option shares vest in two equal annual installments on July 14, 2007 and July 14, 2008.
- (4) The option shares vest and become exercisable in three equal annual installments on February 16, 2007, February 16, 2008 and 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.