

FLOW INTERNATIONAL CORP

Form 4

September 09, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Third Point LLC

2. Issuer Name **and** Ticker or Trading
Symbol
FLOW INTERNATIONAL CORP
[FLOW]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
390 PARK AVENUE,
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
09/05/2008

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	07/31/2008		S	321,000	D \$ 6.66 4,239,000	I	See footnote (1)
Common Stock, par value \$0.01 per share	07/31/2008		P	321,000	A \$ 6.66 4,560,000	I	See footnote (1)
Common Stock, par	08/29/2008		S	5,100	D \$ 6.79 4,554,900	I	See footnote

Edgar Filing: FLOW INTERNATIONAL CORP - Form 4

value \$0.01 per share								(1)
Common Stock, par value \$0.01 per share	08/29/2008	P	5,100	A	\$ 6.79	4,560,000	I	See footnote (1)
Common Stock, par value \$0.01 per share	09/05/2008	S	200,000	D	\$ 6.074	4,360,000	I	See footnote (1)
Common Stock, par value \$0.01 per share	09/08/2008	S	70,000	D	\$ 5.621	4,290,000	I	See footnote (1)
Common Stock, par value \$0.01 per share	09/08/2008	S	140,000	D	\$ 5.574	4,150,000	I	See footnote (1)
Common Stock, par value \$0.01 per share	09/08/2008	S	75,000	D	\$ 5.61	4,075,000	I	See footnote (1)
Common Stock, par value \$0.01 per share	09/09/2008	S	125,000	D	\$ 5.336	3,950,000	I	See footnote (1)
Common Stock, par value \$0.01 per share	09/09/2008	S	55,000	D	\$ 5.393	3,895,000	I	See footnote (1)
Common Stock, par value \$0.01 per share	09/09/2008	S	45,000	D	\$ 5.333	3,850,000	I	See footnote (1)

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Third Point LLC 390 PARK AVENUE NEW YORK, NY 10022		X		
Loeb Daniel S C/O THIRD POINT LLC 390 PARK AVENUE NEW YORK, NY 10022		X		

Signatures

/s/ William Song, Attorney-in-Fact* for Daniel S. Loeb, Chief Executive Officer of Third Point LLC	09/09/2008
__Signature of Reporting Person	Date
/s/ William Song, Attorney-in-Fact* for Daniel S. Loeb	09/09/2008
__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) Third Point LLC ("Third Point") is investment manager or adviser to a variety of funds and managed accounts (the "Funds") and may be deemed to have beneficial ownership over the securities beneficially owned by the Funds by virtue of the authority granted to Third Point by the Funds to vote and to dispose of such securities. Daniel S. Loeb serves as Chief Executive Officer of Third Point and by virtue of such position may be deemed to have beneficial ownership over such securities. Third Point and Mr. Loeb hereby disclaim any beneficial ownership of such securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended (the "Act"), except to the

Edgar Filing: FLOW INTERNATIONAL CORP - Form 4

extent of their pecuniary interest therein as determined in accordance with the Act and the rules adopted thereunder.

Remarks:

*The Power of Attorney given by Daniel S. Loeb is filed as Exhibit 99.7 to the Schedule 13D with respect to the issuer filed with the Securities and Exchange Commission by Third Point LLC, Mr. Loeb and Third Point Offshore Fund, Ltd.

Exhibit List:

Exhibit 99.1: Joint Filer Information - Daniel S. Loeb

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.