

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Wilson Kirk</u>  (Last) (First) (Middle) 5215 N. O'CONNOR BLVD SUITE 700  (Street) IRVING TX 75039  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FLOWERVE CORP [ FLS ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President, FCD
	3. Date of Earliest Transaction (Month/Day/Year) 02/09/2024	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/09/2024		M		4,190	A	\$0 <sup>(1)</sup>	59,438	D	
Common Stock	02/09/2024		F		1,714	D	\$41.5	57,724	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	02/09/2024		A		8,351		(2)	(2)	Common Stock	8,351	\$0	31,563	D	
Performance Rights	(1)	02/09/2024		M			7,960	(1)	(1)	Common Stock	7,960	\$0	29,824	D	
Performance Rights	(3)	02/09/2024		A		8,351		(3)	(3)	Common Stock	8,351	\$0	38,175	D	

**Explanation of Responses:**

- Each performance right represented a contingent right to receive one share of the issuer's common stock at vesting. The performance rights vested at a rate of 49% (plus dividends accrued on the underlying shares) based on two factors during the three-year performance cycle beginning on January 1, 2021 and ending on December 31, 2023, which are: 1) the issuer's free cash flow ("FCF") as a percent of adjusted net income for the performance period in comparison to the issuer's targeted free cash flow as a percent of adjusted net income for the performance period, and 2) the issuer's return on invested capital ("ROIC") for each calendar year in the performance period measured against the issuer's targeted ROIC for each calendar year under its operating plan. The performance rights were also subject to a 15% payout modifier (positive or negative) based on the issuer's total shareholder return ("TSR") in comparison to the TSR of peer companies for the entire performance period.
- Each restricted stock unit represents the right to receive, at settlement, one share of common stock (plus dividends accrued on the underlying shares) and are granted to the reporting person pursuant to the issuer's long-term incentive compensation plan for employees. The shares vest ratably over a three-year period on each annual anniversary of the grant.
- Each performance right represents a contingent right to receive one share of the issuer's common stock at vesting. The performance rights vest at a rate between 0% and 200% and are based on two factors during a three-year performance cycle beginning on January 1, 2024 and ending on December 31, 2026 which are based equally on: 1) the issuer's ROIC for each calendar year in the performance period measured against the issuer's target ROIC for each calendar year in the performance period; and 2) the issuer's FCF as a percentage of adjusted net income for each calendar year in the performance period measured against the issuer's target FCF as a percentage of adjusted net income for each calendar year in the performance period. The performance rights are also subject to 15% payout modifier (positive or negative) based on the issuer's relative TSR in comparison to the TSR of companies that comprise the S&P 500 Industrials Index for the entire performance period.

**Remarks:**

Shakeeb Mir, attorney-in-fact 02/13/2024

\*\* Signature of Reporting Person Date

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

\* 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).

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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