

CLARK STEVEN K  
Form 5  
February 09, 2005

# FORM 5

**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).  
Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**CLARK STEVEN K**

2. Issuer Name and Ticker or Trading Symbol  
**FLANDERS CORP [FLDR]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Executive Officer

(Last) (First) (Middle)  
  
2399 26TH AVE N  
  
(Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
12/31/2004

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

6. Individual or Joint/Group Reporting

(check applicable line)

ST PETERSBURG, FL 33713

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)	(A) or (D)	Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/30/2004	Â	G <sup>(1)</sup>	20,000	D	\$ 9.57	3,035,183	D	Â
Common Stock	12/30/2004	Â	G <sup>(2)</sup>	20,000	D	\$ 9.57	3,035,183	I	by child
Common Stock	12/30/2004	Â	G <sup>(2)</sup>	20,000	D	\$ 9.57	3,035,183	I	by child
Common Stock	12/30/2004	Â	G <sup>(2)</sup>	20,000	D	\$ 9.57	3,035,183	I	by child

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

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(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 Security (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Stock Option	\$ 8.6	08/24/2004	Â	A	500,000	Â	08/24/2007	08/24/2009	Common Stock	500,000
Stock Option	\$ 2.5	12/22/1999	Â	A	500,000	Â	12/22/1999	12/22/2009	Common Stock	1,000,000
Stock Option	\$ 7.5	11/07/2001	Â	A	500,000	Â	11/07/2001	11/07/2011	Common Stock	1,000,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CLARK STEVEN K 2399 26TH AVE N ST PETERSBURG, FL 33713	Â X	Â	Â Chief Executive Officer	Â

## Signatures

/s/ Steven K. Clark  
02/09/2005

\_\_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) 20,000 gifted to the Church of Jesus Christ of Latterday Saints.
  - (2) Gift to children who share reporting person's household or who are supported by reporting person and this report should not be deemed an admission that the reporting person is the benefical owner of his childrens shares for purposes of sectino 16 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.