

FLANDERS CORP
Form 5/A
February 22, 2007

FORM 5

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

OMB APPROVAL

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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 *
AMERSON ROBERT R

(Last) (First) (Middle)

2399 26TH AVE N

(Street)

ST PETERSBURG, FL 33713

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2006

4. If Amendment, Date Original Filed(Month/Day/Year)
02/13/2007

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman of the Board

6. Individual or Joint/Group Reporting

(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) | (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 | 06/30/2006 | 06/30/2006 | G ⁽¹⁾ | 2,000 | D | \$ 10.03 | 5,563,870 | I | Son |
| Common Stock | 06/30/2006 | 06/30/2006 | G ⁽¹⁾ | 2,000 | D | \$ 10.03 | 5,561,870 | I | Son |
| Common Stock | 06/30/2006 | 06/30/2006 | G ⁽¹⁾ | 2,000 | D | \$ 10.03 | 5,559,870 | I | Daughter |
| Common Stock | 01/12/2006 | 01/12/2006 | J ⁽²⁾ | 500,000 | D | \$ 10.9 | 5,059,870 | D | Â |

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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 | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----|--|-----------------|---|--|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | | |
| Stock Option | \$ 2.5 | 12/29/1999 | Â | A | 1,000,000 | Â | 12/22/1999 | 12/22/2009 | Common Stock | 1,000,000 |
| Stock Option | \$ 7.5 | 11/07/2001 | Â | A | 1,000,000 | Â | 11/07/2001 | 11/07/2011 | Common Stock | 1,000,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| AMERSON ROBERT R 2399 26TH AVE N ST PETERSBURG, FL 33713 | Â X | Â X | Â Chairman of the Board | Â |

Signatures

Robert R.
Amerson
02/22/2007

**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) Represents gifts to children. Reporting Person disclaims beneficial ownership and this Report is not an admission of beneficial ownership for purposes of Section 16 or any other purpose.
- (2) Represents shares transferred to 3rd party to settle a litigation matter.

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.