

FLOW INTERNATIONAL CORP
 Form 3
 March 24, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Third Point LLC | | (Month/Day/Year) | FLOW INTERNATIONAL CORP [FLOW] | |
| (Last) | (First) | (Middle) | 03/21/2005 | |
| 360 MADISON AVENUE, 24TH FLOOR,Â | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | _____ Director | __X__ 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | _____ Officer | _____ Other | ___ Form filed by One Reporting Person | |
| NEW YORK, NYÂ 10017 | (give title below) | | _X_ Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock ⁽¹⁾ | 4,033,000 ⁽¹⁾ ⁽²⁾ | I | See footnote ⁽²⁾ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | | Title | | | |

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| | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--|----------------------------|---------------------------|
| Warrants to Purchase Common Stock <u>(1)</u> | Â <u>(3)</u> | 03/16/2010 | Common Stock <u>(1)</u> 403,300 <u>(1) (2)</u> | \$ 4.07 | I See footnote <u>(2)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Third Point LLC 360 MADISON AVENUE, 24TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | Â |
| Loeb Daniel S C/O THIRD POINT LLC 360 MADISON AVENUE, 24TH FLOOR NEW YORK, NY 10017 | Â | Â X | Â | Â |

Signatures

THIRD POINT LLC, /s/ Daniel S. Loeb, Managing Member

03/24/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Pursuant to a Securities Purchase Agreement, dated as of March 21, 2005, between the Issuer and the purchasers identified therein, including certain funds (the "Funds") managed by Third Point LLC (f/k/a Third Point Management Company L.L.C.) ("Third Point"), the Issuer sold to the Funds, and the Funds purchased from the Issuer, 4,033,000 equity units of securities of the Issuer, each unit comprised of one share of common stock and a warrant to purchase one-tenth of a share of common stock.
- (2) All securities disclosed in this Form 3 are owned by the Funds. The Funds are managed by Third Point. Daniel S. Loeb is the Managing Member of Third Point. By reason of the provisions of Rule 16a-1 under the Securities Exchange Act of 1934, as amended, Third Point and Mr. Loeb may be deemed to be the beneficial owners of the securities beneficially owned by the Funds. Third Point and Mr. Loeb each disclaim beneficial ownership of all such securities, except to the extent of any indirect pecuniary interest therein.
- (3) Immediately.

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.