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FLOW INTERNATIONAL CORP

Form 3

March 28, 2005

FORM 3

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

4D

OMB APPROVAL

OMB Number:

3235-0104

Expires:

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January 31, 2005

0.5

Estimated average burden hours per

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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement FLOW INTERNATIONAL CORP [FLOW] **FEINBERG JEFF** (Month/Day/Year) 03/17/2005 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O JLF ASSET (Check all applicable) MANAGEMENT, L.L.C., Â 2775 VIA DE LA __X__ 10% Owner Director VALLE, SUITE 204 Officer Other (give title below) (specify below) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person DEL MAR, CAÂ 92014 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Common Stock Ι 4,033,000 See footnote (1) Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security
2. Date Exercisable and Securities Underlying Conversion Ownership Operivative Security

Expiration Date Securities Underlying Operivative Security

Derivative Security

3. Title and Amount of Securities Underlying Operivative Security

To Expiration Date Ownership Operivative Security

Expiration Date Securities Underlying Operivative Security

To Exercise Operivative Security

Ownership Operivative Security

To Exercise Operivative Security

Expiration Date Securities Underlying Operivative Security

Operivative Securities Underlying Operivative Securities Underlying Operivative Securities Underlying Operivative Security

Operivative Securities Underlying Operivative Security

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Price of Derivative (Instr. 4) Derivative Security: Date **Expiration Title** Amount or Security Direct (D) Exercisable Number of or Indirect Shares (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

FEINBERG JEFF

C/O JLF ASSET MANAGEMENT, L.L.C.
2775 VIA DE LA VALLE, SUITE 204

DEL MAR, CAÂ 92014

Signatures

/s/ Jeffrey L.
Feinberg+

**Signature of Reporting Person

O3/28/2005

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).

The securities reported on this filing are held in (a) the accounts of unregistered investment companies over which the Reporting Person has investment discretion by virtue of the Reporting Person's positions in the general partner or investment manager, as applicable, of said entities and (b) a managed account over which the Reporting Person has investment discretion by virtue of the Reporting Person's position in the investment advisor of said managed account.

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Remarks:

+The reporting person hereby disclaims beneficial ownership over the shares reported on this Form 3 pecuniary interest therein.

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.

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