

Edgar Filing: FLOW INTERNATIONAL CORP - Form SC 13G/A

FLOW INTERNATIONAL CORP  
Form SC 13G/A  
February 11, 2005

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OMB APPROVAL  
OMB Number 3235-0145  
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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

Flow International Corp

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

343468104

-----  
(CUSIP Number)

December 31, 2004

-----  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed

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to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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-----  
CUSIP No. 343468104  
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-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).  
  
Manulife Financial Corporation  
I.R.S. No.

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)   
  
N/A

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Delaware

-----  
5 SOLE VOTING POWER

-0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

-----  
6 SHARED VOTING POWER

-0-

-----  
7 SOLE DISPOSITIVE POWER

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-0-

-----  
8 SHARED DISPOSITIVE POWER

-0-

-----  
9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Life Insurance

-----  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

-----  
11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

-----  
12 TYPE OF REPORTING PERSON\*

HC

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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-----  
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-----  
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-----

-----  
1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).

John Hancock Financial Services, Inc.  
I.R.S. No. 04-3483032

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)   
(b)

N/A

-----  
3 SEC USE ONLY

-----  
4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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-----  
5      SOLE VOTING POWER  
         -0-

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

-----  
6      SHARED VOTING POWER  
         -0-

-----  
7      SOLE DISPOSITIVE POWER  
         -0-

-----  
8      SHARED DISPOSITIVE POWER  
         -0-

-----  
9      AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, John Hancock Life Insurance

-----  
10     CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A

-----  
11     PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

See line 9, above.

-----  
12     TYPE OF REPORTING PERSON\*

HC

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).  John Hancock Life Insurance Company I.R.S. No. 04-1414660	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*  N/A	(a) <input type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION  Commonwealth of Massachusetts	
	5	SOLE VOTING POWER  327,179
Number of Shares Beneficially Owned by Each Reporting Person With		
	6	SHARED VOTING POWER  -0-
	7	SOLE DISPOSITIVE POWER  327,179
	8	SHARED DISPOSITIVE POWER  -0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  327,179	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*  N/A	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9	

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2.0%

12 TYPE OF REPORTING PERSON\*

IC, IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Sec. 240.13d-7 for other parties for whom copies are to be sent.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

Item 1(a) Name of Issuer:

-----  
Flow International Corp.

Item 1(b) Address of Issuer's Principal Executive Offices:

-----  
23500 - 64th Avenue South  
Kent, Washington 98032

Item 2(a) Name of Person Filing:

-----  
This filing is made on behalf of Manulife Financial Corporation ("MFC"), and MFC's indirect, wholly-owned subsidiary, John Hancock Financial Services, Inc. ("JHFS"), and JHFS's direct, wholly-owned subsidiary, John Hancock Life Insurance Company ("JHLICO").

Item 2(b) Address of the Principal Offices:

-----  
The principal business offices of MFC is located at 200 Bloor Street, East, Toronto, Ontario, Canada, M4W 1E5; JHFS and JHLICO is located at John Hancock Place, P.O. Box 111, Boston, MA 02117.

Item 2(c) Citizenship:

-----  
MFC is organized and exists under the laws of Canada.

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JHLICO is organized and exists under the laws of the Commonwealth of Massachusetts. JHFS is organized and exists under the laws of the State of Delaware.

Item 2(d) Title of Class of Securities:

-----  
Common Stock

Item 2(e) CUSIP Number:

-----  
343468104

Item 3 If the Statement is being filed pursuant to Rule

-----  
13d-1(b), or 13d-2(b), check whether the person filing is a:

-----  
MFC: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).

JHFS: (g) (X) Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).

JHLICO: (c) (X) Insurance Company as defined in ss.3(a)(19) of the Act.

(e) (X) Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.

Item 4 Ownership:

-----  
(a) Amount Beneficially Owned:

-----  
JHLICO has direct beneficial ownership of 327,179 shares of Common Stock through warrants that are exercisable immediately.

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(b) Percent of Class: 2.0%

(c) Number of shares as to which the person has:

-----  
(i) sole power to vote or to direct the vote:  
JHLICO has sole power to vote or to direct the vote of the 327,179 shares as discussed in Item 4(a) above.

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:  
JHLICO has sole power to dispose or to direct the disposition of the 327,179 shares as discussed in Item 4(a) above.

(iv) shared power to dispose or to direct the disposition of: -0-

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- Item 5            Ownership of Five Percent or Less of a Class:  
-----  
If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X]
- Item 6            Ownership of More than Five Percent on Behalf of Another Person:  
-----  
Not applicable.
- Item 7            Identification and Classification of the Subsidiary which Acquired  
-----  
the Security Being Reported on by the Parent Holding Company:  
-----  
Not applicable.
- Item 8            Identification and Classification of Members of the Group:  
-----  
Not applicable.
- Item 9            Notice of Dissolution of a Group:  
-----  
Not applicable.
- Item 10           Certification:  
-----  
By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Manulife Financial Corporation

By:            /s/Christer V. Ahlvik

-----  
Name:        Christer V. Ahlvik

Title:        Vice President and Corpora

Dated: February 10, 2005

John Hancock Financial Services, Inc.

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Dated: February 10, 2005

By: /s/Emanuel Alves  
-----  
Name: Emanuel Alves  
Title: Vice President and Corpora

John Hancock Life Insurance Company

Dated: February 10, 2005

By: /s/Emanuel Alves  
-----  
Name: Emanuel Alves  
Title: Vice President and Corpora

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EXHIBIT A

JOINT FILING AGREEMENT

Manulife Financial Corporation, John Hancock Financial Services, Inc. and John Hancock Life Insurance Company agree that the Terminating Schedule 13G (Amendment No. 1), to which this Agreement is attached, relating to the Common Stock of Flow International Corp. is filed on behalf of each of them.

Manulife Financial Corporation

Dated: February 10, 2005

By: /s/Christer V. Ahlvik  
-----  
Name: Christer V. Ahlvik  
Title: Vice President and Corpora

John Hancock Financial Services, Inc.

Dated: February 10, 2005

By: /s/Emanuel Alves  
-----  
Name: Emanuel Alves  
Title: Vice President and Corpora

John Hancock Life Insurance Company

Dated: February 10, 2005

By: /s/Emanuel Alves  
-----  
Name: Emanuel Alves  
Title: Vice President and Corpora

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