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FLEXTRONICS INTERNATIONAL LTD.

Form 4

February 20, 2008

FORM 4

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

OMB Number:

3235-0287

Expires:

January 31, 2005

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OMB APPROVAL

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

Check this box

if no longer

Section 16.

Form 4 or

subject to

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SHARP RICHARD L

2. Issuer Name and Ticker or Trading

Symbol

5. Relationship of Reporting Person(s) to Issuer

below)

FLEXTRONICS

INTERNATIONAL LTD. [FLEX]

(Check all applicable)

(Last)

(Middle) (First)

3. Date of Earliest Transaction

(Month/Day/Year)

02/19/2008

_X__ Director Officer (give title

10% Owner _ Other (specify

9020 STONY POINT PARKWAY,

(Street)

SUITE 180

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

RICHMOND, VA 23235

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acqui	ired, Disposed of	, or Beneficiall	y 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 corr Dispose (Instr. 3, 4	d of (I))	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	02/19/2008		Code V	Amount 480,000	(D)	Price \$ 10.96 <u>(1)</u>	(Instr. 3 and 4) 0	I	By LLC
Ordinary Shares	02/19/2008		S	274,272	D	\$ 10.89 (3)	1,773,828	I	By Trust
Ordinary Shares							403,435	I	By Trust
Ordinary Shares							155,000	I	By Trust

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

	1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amour	nt of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	.		Securities		(Instr. 5)	
		Derivative				Securities	1			3 and 4)		
Security		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
										Amount		
										or		
							Date Expira	Expiration		Number		
							Exercisable	Date	of			
					Code V	(A) (D)				Shares		
					Couc v	(II) (D)				Dilaics		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SHARP RICHARD L 9020 STONY POINT PARKWAY, SUITE 180 X RICHMOND, VA 23235

Signatures

/s/ Richard L. Sharp, by Carrie Schiff as attorney-in-fact.

02/20/2008

**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 the sale of 480,000 shares in 44 separate transactions, ranging from \$10.88 to \$11.035 per share, resulting in a weighted average sale price per share of \$10.96811.
- (2) Shares are held directly by Bethany, LLC, of which the Reporting Person is a manager and owns a one percent interest. The Reporting Person disclaims beneficial ownership of the shares owned by Bethany, LLC except to the extent of his pecuniary interest therein.
- (3) Represents the sale of 274,272 shares in 34 separate transactions, ranging from \$10.85 to \$10.96 per share, resulting in a weighted average sale price per share of \$10.8948.
- (4) Shares are held directly by RLS Trust, of which the Reporting Person is sole trustee.
- (5) Shares are held directly by RLS 2000 Charitable Remainder Unitrust, of which the Reporting Person is sole trustee.

Reporting Owners 2

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(6) Shares are held directly by RLS 1998 Charitable Remainder Unitrust, of which the Reporting Person is co-trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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