

FLEXTRONICS INTERNATIONAL LTD.

Form 4

June 04, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BURKE SEAN P

(Last) (First) (Middle)

**C/O FLEXTRONICS
INTERNATIONAL LTD., ONE
MARINA BOULEVARD #28-00**

(Street)

SINGAPORE, U0 018989

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

**FLEXTRONICS
INTERNATIONAL LTD. [FLEX]**

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2008

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
President, Computing

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	06/02/2008		A	50,000	A \$ 0 (1)	140,000 (2)	D

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 10.59	06/02/2008		A	400,000	⁽³⁾ 06/02/2015	Ordinary Shares 400,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKE SEAN P C/O FLEXTRONICS INTERNATIONAL LTD. ONE MARINA BOULEVARD #28-00 SINGAPORE, U0 018989			President, Computing	

Signatures

/s/ Sean Burke, by Stacy Colter as
attorney-in-fact. 06/04/2008

__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 a share bonus award (a contingent right to receive Ordinary Shares), which vests 100% on June 2, 2011.

Includes the following: (1) 40,000 unvested shares of a share bonus award (a contingent right to receive Ordinary Shares) which will vest in four equal annual installments beginning on May 1, 2009; (2) 40,000 unvested shares of a share bonus award, which will vest on May 1, 2014, subject to acceleration if certain performance targets are achieved; and, 50,000 unvested shares of a share bonus award (a contingent right to receive Ordinary Shares), which will vest on June 2, 2011.

(3) The option vests and becomes exercisable for 25% of the shares one year after the date of grant and in 36 equal monthly installments thereafter.

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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