

FLEXTRONICS INTERNATIONAL LTD.

Form 4

May 19, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Barbier Francois

(Last) (First) (Middle)

C/O FLEXTRONICS INTERNATIONAL USA, INC., 6201 AMERICA CENTER DRIVE

(Street)

SAN JOSE, CA 95002

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FLEXTRONICS INTERNATIONAL LTD. [FLEX]

3. Date of Earliest Transaction (Month/Day/Year)
05/15/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
President, Global Operations

6. Individual or Joint/Group Filing (Check Applicable Line)
 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)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	05/15/2015		M		250,000	A	\$ 5.57
Ordinary Shares	05/15/2015		M		20,833	A	\$ 5.57
Ordinary Shares	05/15/2015		M		3,125	A	\$ 5.57
Ordinary Shares	05/15/2015		M		3,125	A	\$ 5.57

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Ordinary Shares	05/15/2015		M	911	A	\$ 5.57	692,815	D
Ordinary Shares	05/15/2015		M	868	A	\$ 5.57	693,683	D
Ordinary Shares	05/15/2015		S	278,862	D	\$ <u>12.4712</u> <u>(1)</u>	414,821 ⁽²⁾	D

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

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(9-02)

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

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 5.57	05/15/2015		M	250,000	⁽³⁾ 08/11/2016	Ordinary Shares 250,000
Stock Option (Right to Buy)	\$ 5.57	05/15/2015		M	20,833	⁽⁴⁾ 08/11/2016	Ordinary Shares 20,833
Stock Option (Right to Buy)	\$ 5.57	05/15/2015		M	3,125	⁽⁴⁾ 08/11/2016	Ordinary Shares 3,125
Stock Option (Right to Buy)	\$ 5.57	05/15/2015		M	3,125	⁽⁴⁾ 08/11/2016	Ordinary Shares 3,125
Stock Option (Right to Buy)	\$ 5.57	05/15/2015		M	911	⁽⁴⁾ 08/11/2016	Ordinary Shares 911

Stock Option (Right to Buy)	\$ 5.57	05/15/2015	M	868	(4)	08/11/2016	Ordinary Shares	868
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barbier Francois C/O FLEXTRONICS INTERNATIONAL USA, INC. 6201 AMERICA CENTER DRIVE SAN JOSE, CA 95002			President, Global Operations	

Signatures

/s/ Francois Barbier, by Susan Marsch as attorney-in-fact 05/19/2015

**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).
- Price reflects weighted average sales price; actual sales prices ranged from \$12.425 to \$12.525. The Reporting Person undertakes to
- (1) provide, upon request by the Commission staff, the Issuer, or a security holder of the Issuer, full information regarding the number of shares purchased or sold at each separate price.
- Includes the following: (1) 52,000 unvested Restricted Share Units, which will vest on June 3, 2015; (2) 75,000 unvested Restricted Share Units, which will vest in two equal annual installments beginning on May 17, 2015; (3) 131,250 unvested Restricted Share Units, which will vest in three equal annual installments beginning on May 21, 2015; and (4) 110,126 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 26, 2015.
- (2) will vest in three equal annual installments beginning on May 21, 2015; and (4) 110,126 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 26, 2015.
 - (3) The award was fully vested on August 11, 2012.
 - (4) The award was fully vested on August 11, 2011.

Remarks:

The options exercised as reported in this Form 4 were scheduled to expire on August 11, 2016.

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.