

FLEXTRONICS INTERNATIONAL LTD.

Form 4

September 02, 2014

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 *
BINGHAM H RAYMOND

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

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

(Street)

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

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

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

SAN JOSE, CA 95002

(City) (State) (Zip)

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 Ownership (Instr. 4)
			Code	V	Amount (D) or Price		
Ordinary Shares	08/28/2014		A		13,673 <u>(1)</u>	A	\$ 0 55,963 D
Ordinary Shares	08/28/2014		A		9,115 <u>(2)</u>	A	\$ 0 65,078 D
Ordinary Shares							105,383 I By LP ⁽³⁾

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

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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)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BINGHAM H RAYMOND C/O FLEXTRONICS INTERNATIONAL USA, INC. 6201 AMERICA CENTER DRIVE SAN JOSE, CA 95002	X			

Signatures

/s/ H. Raymond Bingham, by Gina Christopher as attorney-in-fact
 **Signature of Reporting Person
 09/02/2014
 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) On August 28, 2014, Reporting Person was awarded a total of 13,673 restricted share units (RSUs) pursuant to the terms of the annual equity award to non-employee directors under the Issuer's 2010 Incentive Plan as more fully described in the section titled "Non-Management Directors' Compensation for Fiscal Year 2014" beginning on page 17 of the Issuer's Joint Proxy Statement filed with the SEC on July 14, 2014. Each RSU represents a contingent right to receive one unrestricted, fully transferable share for each vested RSU which has not previously forfeited. The award shall vest in full on the date immediately prior to the date of Issuer's 2015 annual general meeting.
 - (2) On August 28, 2014, Reporting Person was awarded a total of 9,115 restricted share units (RSUs) pursuant to the terms of the additional annual equity award to the Chairman of the Board under the Issuer's 2010 Incentive Plan as more fully described in the section titled "Non-Management Directors' Compensation for Fiscal Year 2014" beginning on page 17 of the Issuer's Joint Proxy Statement filed with the SEC on July 14, 2014. Each RSU represents a contingent right to receive one unrestricted, fully transferable share for each vested

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RSU which has not previously forfeited. The award shall vest in full on the date immediately prior to the date of Issuer's 2014 annual general meeting.

- (3) Shares held indirectly by a limited partnership which is owned 100% by trusts, of which Reporting Person is a trustee, and which were established for the benefit of the Reporting Person's children.

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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