

Barbier Francois
Form 4
December 14, 2010

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

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)
12/13/2010

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

C/O FLEXTRONICS
INTERNATIONAL USA, INC., 847
GIBRALTAR 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

MILPITAS, CA 95035
(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	(A) or (D)	Price
Ordinary Shares	12/13/2010		M		14,433	A	\$ 5.57
Ordinary Shares	12/13/2010		M		50,000	A	\$ 5.57
Ordinary Shares	12/13/2010		S ⁽¹⁾		64,433	D	\$ 7.78
							(2)
					85,000		(3)

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

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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. Amount or Number of Shares
Stock Option (Right to buy)	\$ 5.57	12/13/2010		M	14,433	<u>(4)</u> 08/11/2016	Ordinary Shares	14,433
Stock Option (Right to buy)	\$ 5.57	12/13/2010		M	50,000	<u>(5)</u> 08/11/2016	Ordinary Shares	50,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Barbier Francois C/O FLEXTRONICS INTERNATIONAL USA, INC. 847 GIBRALTAR DRIVE MILPITAS, CA 95035			President, Global Operations	

Signatures

/s/ Francois Barbier, by Daniel L. Jablonsky as attorney-in-fact 12/14/2010

**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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
- (2) Represents the sale of 64,433 shares in 36 separate transactions, ranging from \$7.73 to \$7.90 per share, resulting in a weighted average sale price per share of \$7.78.

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- (3) Consists of 10,000 unvested shares of a share bonus award (a contingent right to receive Ordinary Shares), which will vest on April 3, 2011; and 75,000 unvested shares of a share bonus award, which will vest in two equal annual installments beginning on June 15, 2013.
- (4) 25% of the options began vesting on August 11, 2010 with the remaining shares vesting in equal monthly installments over the next year.
- (5) 25% of the options began vesting on August 11, 2010 with the remaining shares vesting in equal monthly installments over the next two years.

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.