

FLEXTRONICS INTERNATIONAL LTD.

Form 4

June 06, 2013

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 *
DAVIDSON JAMES

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)
06/05/2013

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

C/O SILVER LAKE PARTNERS, 2775 SAND HILL ROAD, SUITE 100

(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

MENLO PARK, CA 94025

(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 Indirect Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Ordinary Shares	06/05/2013		M			12,500	A	\$ 7.08	98,247	D	
Ordinary Shares	06/05/2013		S			12,500	D	\$ 7.5376 (1)	85,747 (2)	D	
Ordinary Shares	06/05/2013		S			27,422	D	\$ 7.5383 (3)	24,385	I	By LLC
Ordinary Shares	06/05/2013		S			24,385	D	\$ 0 (5)	0	I	By LLC

Shares	7,5336 <u>(4)</u>		
Ordinary Shares	45,740 <u>(6)</u>	I	By Trust
Ordinary Shares	94 <u>(7)</u>	I	By Trust

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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option (Right to Buy)	\$ 7.08	06/05/2013		M	12,500	<u>(8)</u> 09/30/2013	Ordinary Shares	12,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DAVIDSON JAMES
C/O SILVER LAKE PARTNERS
2775 SAND HILL ROAD, SUITE 100
MENLO PARK, CA 94025

X

Signatures

/s/ Davidson James A., by Susan Marsch as attorney-in-fact

06/06/2013

**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) Price reflects weighted average sales price; actual sales prices ranged from \$7.505 to \$7.64. The reporting person undertakes to 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.

(2) Includes 22,727 unvested Restricted share Units, which vest in full on the date immediately prior to the date of Issuer's 2013 annual general meeting.

(3) Price reflects weighted average sales price; actual sales prices ranged from \$7.505 to \$7.64. The reporting person undertakes to 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.

(4) Price reflects weighted average sales price; actual sales prices ranged from \$7.51 to \$7.56. The reporting person undertakes to 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.

(5) The Reporting Person is a Managing Director of Silver Lake Technology Management, L.L.C. ("Silver Lake"). Pursuant to the Reporting Person's arrangements with Silver Lake with respect to director compensation, the proceeds from any sale of the shares reported hereby are expected to be assigned to Silver Lake. Accordingly, the Reporting Person disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

(6) Held by Davidson Living Trust, of which the Reporting Person is a trustee.

(7) Held by The John Alexander Davidson 2000 Irrevocable Trust, of which the Reporting Person is trustee.

(8) The award was fully vested on September 30, 2012.

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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