

FLEXTRONICS INTERNATIONAL LTD.

Form 4

June 16, 2014

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

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(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)
06/15/2014

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

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)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	06/15/2014		A	29,625 (1)	A \$ 0	388,425	D
Ordinary Shares	06/16/2014		M	100,000	A \$ 2.26	488,425	D
Ordinary Shares	06/16/2014		S	100,000	D \$ 11.2349 (2)	388,425	D
Ordinary	06/16/2014		S	37,830	D \$	350,595 (4)	D

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Shares 11.2343 ⁽⁵⁾
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.26	06/16/2014		M	100,000	⁽⁶⁾ 12/05/2015	Ordinary Shares 100,000

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

06/16/2014

 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).

- On 06/15/2010, Reporting Person was awarded a number of performance-based restricted stock units (RSUs), within a preset range, with
- (1) the actual number contingent upon the achievement of certain performance criterion. If certain performance criterion is achieved, fifty percent (50%) of the grant vests on the third and fourth anniversaries of the date of grant, subject to applicable taxes upon delivery.
 - (2) Price reflects weighted average sales price; actual sales prices ranged from \$11.155 to \$11.29. 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

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shares purchased or sold at each separate price.

- (3) Price reflects weighted average sales price; actual sales prices ranged from \$11.16 to \$11.29. 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.

- Consists of the following: (1) 52,000 unvested Restricted Share Units, which will vest on June 3, 2015; (3) 75,000 unvested Restricted Share Units, which will vest in two equal annual installments beginning on May 17, 2015; and (4) 131,250 unvested Restricted Share Units, which will vest in three equal annual installments beginning on May 21, 2015.
- (5) Each unvested Restricted Stock Unit represents a contingent right to receive one unrestricted, fully transferable share for each vested Restricted Stock Unit which has not previously forfeited.
- (6) The award was fully vested on June 2, 2012.

Remarks:

The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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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