

FLEXTRONICS INTERNATIONAL LTD.

Form 4

May 26, 2015

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 *
Humphries Paul

(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)
05/21/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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	05/21/2015		S ⁽¹⁾		186,300	D \$ 12.3149 ⁽²⁾	420,514	D
Ordinary Shares	05/22/2015		S ⁽¹⁾		43,750	D \$ 12.2214 ⁽³⁾	376,764 ⁽⁴⁾ ₍₅₎	D

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 Following Transaction (Instr. 10)
				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

Humphries Paul
C/O FLEXTRONICS INTERNATIONAL USA, INC.
6201 AMERICA CENTER DRIVE
SAN JOSE, CA 95002

President, HRS

Signatures

/s/ Paul Humphries, by Aaron Ross as
attorney-in-fact

05/26/2015

__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).

(1) Includes disposition of shares exempt under Rule 16b-3 as payment of tax liability to Company incident to vesting of restricted stock share award.

(2) Price reflects weighted average sales price; actual sales prices ranged from \$12.175 to \$12.46. 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.

(3) Price reflects weighted average sales price; actual sales prices ranged from \$12.12 to \$12.27. 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.

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- Includes the following: (1) 36,000 unvested Restricted Share Units, which will vest on June 3, 2015; (2) 33,750 unvested Restricted Share Units, which will vest on May 17, 2016; (3) 87,500 unvested Restricted Share Units, which will vest in two equal annual installments beginning on May 21, 2016; and (4) 110,126 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 26, 2015.
- (4)
- (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.

Remarks:

The sales as 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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