FLEXTRONICS INTERNATIONAL LTD.

Form 4 April 15, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL OMB

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Form 4 or Form 5 obligations may continue.

Check this box

if no longer

Section 16.

subject to

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

SECURITIES

See Instruction

(Middle)

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **Humphries Paul**

(First)

(Street)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

FLEXTRONICS

INTERNATIONAL LTD. [FLEX]

(Check all applicable) Director

X_ Officer (give title below)

10% Owner _ Other (specify

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

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

04/13/2015

President, HRS

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

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. 4. Securities Acquired (A) or TransactiorDisposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	curities Ownership neficially Form: ned Direct (D) lowing or Indirect corted (I) nsaction(s) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
Ordinary Shares	04/13/2015		Code V M	Amount 125,000	(D)	Price \$ 2.26	579,264	D			
Ordinary Shares	04/13/2015		S	125,000	D	\$ 12.6847	454,264	D			
Ordinary Shares	04/13/2015		M	25,000	A	\$ 2.26	479,264	D			
Ordinary	04/13/2015		S	25,000	D	\$	454,264 (2)	D			

12.6846 (3) **Shares** (1)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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 orDerivative 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	04/13/2015		M	125,000	<u>(4)</u>	12/05/2015	Ordinary Shares	125,000
Stock Option (Right to Buy)	\$ 2.26	04/13/2015		M	25,000	<u>(4)</u>	12/05/2015	Ordinary Shares	25,000

Reporting Owners

Relationships Reporting Owner Name / Address 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 Angela Bernardi as 04/15/2015 attorney-in-fact

**Signature of Reporting Person

Date

Reporting Owners 2

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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).
- Price reflects weighted average sales price; actual sales prices ranged from \$12.60 to \$12.83. 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.
- Includes the following: (1) 36,000 unvested Restricted Share Units, which will vest on June 3, 2015; (2) 67,500 unvested Restricted Share Units, which will vest in two equal annual installments beginning on May 17, 2015; (3) 131,250 unvested Restricted Share Units, which will vest in three equal annual installments beginning on May 21, 2015; and (4) 110,126 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 26, 2015.
- (3) 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.
- (4) The award was fully vested on June 2, 2012.

Remarks:

The options exercised as reported in this Form 4 were scheduled to expire on December 5, 2015, and were effected pursuant to 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.