

Humphries Paul  
Form 3  
April 04, 2011

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â Humphries Paul  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
04/01/2011

3. Issuer Name and Ticker or Trading Symbol

FLEXTRONICS INTERNATIONAL LTD. [FLEX]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
President-Med, Auto, Aero & HR

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

(Street)

MILPITAS,Â CAÂ 95035

(City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Ordinary Shares	29,584	D	Â
Ordinary Shares <sup>(1)</sup>	10,000	D	Â
Ordinary Shares <sup>(2)</sup>	55,000	D	Â

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

SEC 1473 (7-02)

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

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (Right to Buy)	Â (3)	12/05/2015	Ordinary Shares	300,000	\$ 2.26	D	Â
Stock Option (Right to Buy)	Â (4)	08/11/2016	Ordinary Shares	89,600	\$ 5.57	D	Â
Stock Option (Right to Buy)	Â (5)	08/11/2016	Ordinary Shares	213,889	\$ 5.57	D	Â
Stock Option (Right to Buy)	Â (6)	07/01/2012	Ordinary Shares	25,000	\$ 5.88	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Humphries Paul C/O FLEXTRONICS INTERNATIONAL USA, INC. 847 GIBRALTAR DRIVE MILPITAS, CA 95035	Â	Â	Â President-Med, Auto, Aero & HR	Â

## Signatures

/s/ Paul J. Humphries, by Daniel L. Jablonsky as attorney-in-fact

04/04/2011

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Consists of 10,000 unvested Restricted Stock Units, which vest on April 3, 2011
- (2) Consists of 55,000 unvested Restricted Stock Units, which vest in two equal annual installments beginning on June 15, 2013.
- (3) Consists of 100,000 previously vested options and 200,000 unvested options, which will vest in two equal annual installments beginning on 6/02/2011.
- (4) Consists of 61,597 previously vested options and 28,003 unvested options, which will vest in five equal monthly installments beginning on 4/11/2011.
- (5) Consists of 89,930 previously vested options and 123,959 unvested options, which will vest in seventeen equal monthly installments beginning on 4/11/2011.
- (6) Consists of 25,000 previously vested options, which vested and became exercisable for 25% of the shares on July 1, 2003 and in 36 equal monthly installments thereafter.

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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