

FLEXTRONICS INTERNATIONAL LTD.

Form 4

June 19, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Bennett David P

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)  
06/17/2014

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Chief Accounting Officer

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)  
 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                 | 06/17/2014                           |  | S <sup>(1)</sup>               | V   | 18,800  | D  |   |
|                                 |                                      |  |                                |   | \$ 11.1523<br>(2)   |  |   |
| Ordinary Shares                 | 06/18/2014                           |  | S <sup>(1)</sup>               | D   | 4,500   | D  |   |
|                                 |                                      |  |                                |   | \$ 11.0471<br>(3)   |  |   |
|                                 |                                      |  |                                |   | 94,900 (4) (5)  |  |   |

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



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- Consists of the following: (1) 6,000 unvested Restricted Stock Units will vest on June 17, 2015; (2) 36,000 unvested Restricted Stock Units, which will vest on November 30, 2014; (3) 9,000 unvested Restricted Stock Units, which will vest in two equal annual installments
- (4) beginning on June 15, 2015; (4) 18,900 unvested Restricted Stock Units, which will vest in three equal annual installments beginning on June 15, 2015; and (5) 25,000 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on July 25, 2014.
  - (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 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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