FLEXTRONICS INTERNATIONAL LTD.

Form 4

February 07, 2014

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

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

See Instruction 1(b).

obligations

may continue.

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

Issuer

Barbier Francois Symbol **FLEXTRONICS**

INTERNATIONAL LTD. [FLEX]

(Check all applicable)

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Last) (First) (Middle)

(Month/Day/Year) 02/06/2014

Director 10% Owner X_ Officer (give title 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)

3. Date of Earliest Transaction

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. Transactio Code (Instr. 8) | 4. Securition Dispose (Instr. 3, 4 | ed of (| | 5. Amount of Securities Beneficially Owned Following | 6. Ownership Form: Direct (D) or Indirect (I) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Č | (Instr. 4) | (IIIsu: 4) |
| Ordinary Shares | 02/06/2014 | | M | 25,000 | A | \$ 2.26 | 441,000 | D | |
| Ordinary Shares | 02/06/2014 | | S | 25,000 | D | \$ 8.2704 (1) | 416,000 | D | |
| Ordinary Shares | 02/06/2014 | | M | 25,000 | A | \$ 2.26 | 441,000 | D | |
| Ordinary | 02/06/2014 | | S | 25,000 | D | \$ | 416,000 (3) | D | |

Shares

8.2506 <u>(4)</u> (2)

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. Transactic Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exer Expiration D (Month/Day, | ate | 7. Title and Underlying (Instr. 3 and | |
|---|---|--------------------------------------|---|--|---|---|--------------------|---------------------------------------|-------------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 2.26 | 02/06/2014 | | M | 25,000 | <u>(5)</u> | 12/05/2015 | Ordinary Shares | 25,000 |
| Stock Option (Right to Buy) | \$ 2.26 | 02/06/2014 | | M | 25,000 | <u>(5)</u> | 12/05/2015 | Ordinary Shares | 25,000 |

Reporting Owners

Reporting Owner Name / Address

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 Angela Bernardi as attorney-in-fact

**Signature of Reporting Person

02/07/2014

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 \$8.27 to \$8.271. The reporting person undertakes to provide, (1) 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.
- Price reflects weighted average sales price; actual sales prices ranged from \$8.25 to \$8.251. The reporting person undertakes to provide, (2) 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) 37,500 unvested Restricted Share Units, which will vest on June 15, 2014; (2) 91,000 unvested Restricted Share Units, which will vest in two annual installments of 39,000 and 52,000, respectively, starting on June 3, 2014; (3) 112,500 unvested Restricted Share Units, which will vest in three equal annual installments beginning on May 17, 2014; and (4) 175,000 unvested Restricted Share Units, which will vest in four equal annual installments beginning on May 21, 2014.
- (4) Each unvested Restricted Stock Unit represents a contingent right to receive one unrestricted, fully transferable shares for each vested Restricted Stock Unit which has not previously forfeited.
- (5) The award was fully vested on June 2, 2012.

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.