

SOLECTRON CORP

Form 4/A

October 11, 2007

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DUCHENE TODD M

(Last) (First) (Middle)

847 GIBRALTAR DR.

(Street)

MILPITAS, CA 95035

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
SOLECTRON CORP [SLR]

3. Date of Earliest Transaction
(Month/Day/Year)
10/01/2007

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/03/2007

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)

Executive Vice President

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock <u>(1)</u> <u>(3)</u>	10/01/2007		D		16,462	D	<u>(2)</u> 243,749
Common Stock <u>(1)</u> <u>(4)</u>	10/01/2007		D		30,000	D	<u>(2)</u> 213,749
Common Stock <u>(1)</u> <u>(5)</u>	10/01/2007		D		69,468	D	<u>(2)</u> 144,281
Common Stock <u>(6)</u>	10/01/2007		D		144,281	D	<u>(2)</u> 0

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

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(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 Underlying Security (Instr. 3 and 4)	8. Amount Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Am Nun Sha
Non-Qualified Stock Option (right to buy) (1)	\$ 3.49	10/01/2007		D	250,000	(1)(7) 01/09/2017	Common Stock	25
Non-Qualified Stock Option (right to buy) (1)	\$ 3.76	10/01/2007		D	180,000	(1)(8) 07/12/2015	Common Stock	18

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DUCHENE TODD M 847 GIBRALTAR DR. MILPITAS, CA 95035	Executive Vice President

Signatures

Todd M.
DuChene
10/11/2007
Date

**Signature of
Reporting Person

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) The footnote has been revised from the original filing. The securities disposed of have not been changed.
- (2) Pursuant to the Agreement and Plan of Merger, dated as of June 4, 2007, (the "Merger Agreement"), by and among Flextronics International Ltd. ("Flextronics"), Saturn Merger Corp. and Solelectron Corporation ("Solelectron"), at the effective time of the merger contemplated therein, each outstanding share of Solelectron's common stock was converted into the right to receive either 0.3450 of an ordinary share of Flextronics or \$3.89 in cash, at each stockholder's election and subject to pro-rata as described in the Merger

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Agreement.

- (3) Disposed of pursuant to the Agreement and Plan of Merger, dated as of June 4, 2007, (the "Merger Agreement"), by and among Flextronics International Ltd. ("Flextronics"), Saturn Merger Corp. and Solectron Corporation ("Solectron"), in exchange for 5,035 shares of Flextronics Common Stock and a cash payment of \$7,258.74.

- (4) The shares were subject to the following vesting terms: The shares fully vest on June 14, 2010, subject to accelerated vesting upon the attainment of certain Solectron targets. The Flextronics ordinary shares and/or cash received in the exchange for these shares in the merger will be subject to the same vesting terms.

- (5) The shares were subject to the following vesting terms: 25% of the shares will vest on October 13, 2006, 25% of the shares will vest on October 13, 2007 and 50% of the shares will vest on October 13, 2008. The Flextronics ordinary shares and/or cash received in the exchange for these shares in the merger will be subject to the same vesting terms.

- (6) The shares were subject to the following vesting terms: 25% of the shares will vest on July 11, 2007, 25% of the shares will vest on July 11, 2008 and 50% of the shares will vest on July 11, 2009. The Flextronics ordinary shares and/or cash received in the exchange for these shares in the merger will be subject to the same vesting terms.

- (7) This option, which was subject to monthly vesting as to 1/48th of the total shares commencing on August 26, 2006, was assumed by Flextronics in the merger and replaced with an option for a number of ordinary shares of Flextronics determined by multiplying the number of Solectron shares underlying the option by .3450, and with an exercise price determined by dividing the exercise price of the Solectron option by .3450.

- (8) This option, which was subject to 100% vesting on June 14, 2010, and subject to accelerated vesting upon the attainment of certain Solectron targets, was assumed by Flextronics in the merger and replaced with an option for a number of ordinary shares of Flextronics determined by multiplying the number of Solectron shares underlying the option by .3450, and with an exercise price determined by dividing the exercise price of the Solectron option by .3450.

Remarks:

This is to amend the original filing by adding 144,281 disposed Common Stock Non-Derivatives and to revise the footnotes.

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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