

SCOTT C WESLEY
Form 4
October 04, 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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SCOTT C WESLEY

(Last) (First) (Middle)

847 GIBRALTAR DRIVE

(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)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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 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) |
|---------------------------------------|---|---|-----------------------------------|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 10/01/2007 | | D | | 56,481 | D | <u>11</u> 0 |

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

**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
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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)

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| 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) | | | |
|---|---|---|---|---|--|--|-----|--|--------------------|-----------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 3.41 | 10/01/2007 | | D | | 40,000 | | <u>(2)</u> | 12/01/2013 | Common Stock | 40,000 |
| Non-Qualified Stock Option (right to buy) | \$ 3.66 | 10/01/2007 | | D | | 20,000 | | <u>(3)</u> | 12/01/2012 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 4.03 | 10/01/2007 | | D | | 20,000 | | <u>(3)</u> | 04/05/2013 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 4.86 | 10/01/2007 | | D | | 6,000 | | <u>(3)</u> | 12/01/2009 | Common Stock | 6,000 |
| Non-Qualified Stock Option (right to buy) | \$ 5.79 | 10/01/2007 | | D | | 10,000 | | <u>(4)</u> | 12/01/2010 | Common Stock | 10,000 |
| Non-Qualified Stock Option (right to buy) | \$ 6.54 | 10/01/2007 | | D | | 20,000 | | <u>(4)</u> | 12/01/2011 | Common Stock | 20,000 |
| Non-Qualified Stock Option (right to buy) | \$ 7.21 | 10/01/2007 | | D | | 10,000 | | <u>(4)</u> | 01/15/2011 | Common Stock | 10,000 |
| Non-Qualified Stock Option (right to buy) | \$ 14.25 | 10/01/2007 | | D | | 15,000 | | <u>(4)</u> | 12/03/2008 | Common Stock | 15,000 |
| Non-Qualified Stock Option (right to buy) | \$ 19.76 | 10/01/2007 | | D | | 17,550 | | <u>(4)</u> | 05/03/2011 | Common Stock | 17,550 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SCOTT C WESLEY 847 GIBRALTAR DRIVE | X | | | |

MILPITAS, CA 95035

Signatures

By: Todd DuChene For: C. Wesley M.
Scott

10/03/2007

__Signature of Reporting Person

Date

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).

- 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
- (1) ordinary share of Flextronics or \$3.89 in cash, at each stockholder's election and subject to pro-rata as described in the Merger Agreement. Because the pro-rata calculations have not yet been completed as of the date of this filing, it is not possible to determine the exact amount of merger consideration to be received by the reporting person for each share of Solelectron common stock disposed of in the merger.
- This option, which has not completely vested, was assumed by Flextronics in the merger and replaced with an option for a number of
- (2) ordinary shares of Flextronics determined by multiplying the number of Solelectron shares underlying the option by .3450, and with an exercise price divided by .3450.
- This option, which was vested, was assumed by Flextronics in the merger and replaced with an option for a number of ordinary shares of
- (3) Flextronics determined by multiplying the number of Solelectron shares underlying the option by .3450, and with an exercise price divided by .3450.
- (4) Immediately prior to the effective time of the merger, the options became fully vested and were cancelled to the extent unexercised.

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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