

FLEXTRONICS INTERNATIONAL LTD.

Form 3

May 01, 2008

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 BURKE SEAN P
 (Last) (First) (Middle)

C/O FLEXTRONICS INTERNATIONAL LTD., Â ONE MARINA BOULEVARD #28-00
 (Street)

SINGAPORE, Â U0Â 018989
 (City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
 04/30/2008

3. Issuer Name and Ticker or Trading Symbol

FLEXTRONICS INTERNATIONAL LTD. [FLEX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)
 President, Computing

5. 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

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 ⁽¹⁾	50,000	D	Â
Ordinary Shares ⁽²⁾	50,000	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 <small>(Month/Day/Year)</small>		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			
Employee Stock Option (right to buy)	Â (3)	01/23/2016	Ordinary Shares	250,000	\$ 10.53	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BURKE SEAN P C/O FLEXTRONICS INTERNATIONAL LTD. ONE MARINA BOULEVARD #28-00 SINGAPORE,Â U0Â 018989	Â	Â	Â President, Computing	Â

Signatures

/s/ Sean Burke, by Stacy Colter as attorney-in-fact. 05/01/2008

**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) Represents a share bonus award (a contingent right to receive Ordinary Shares), which vests in five equal annual installments beginning on May 1, 2008.
- (2) Represents a share bonus award (a contingent right to receive Ordinary Shares), which will vest on May 1, 2014, subject to acceleration if certain performance targets are achieved.
- (3) As of May 1, 2008, 140,625 of the shares are vested and exercisable. The remaining shares vest and become exercisable in equal monthly installments through January 23, 2009.

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.