

FLEXTRONICS INTERNATIONAL LTD.

Form 4

July 25, 2011

**FORM 4**

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

OMB APPROVAL

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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 \*  
BINGHAM H RAYMOND

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)  
07/22/2011

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

C/O FLEXTRONICS INTERNATIONAL USA, INC., 847 GIBRALTAR 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

MILPITAS, CA 95035

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Ordinary Shares	07/22/2011		A		21,398 (1) \$ 0	D	
Ordinary Shares	07/22/2011		A		14,265 (2) \$ 0	D	
Ordinary Shares	07/22/2011		A		2,286 (3) \$ 0	D	
Ordinary Shares					29,920	I	By Trust (4)

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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. 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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

BINGHAM H RAYMOND  
C/O FLEXTRONICS INTERNATIONAL USA, INC.  
847 GIBRALTAR DRIVE  
MILPITAS, CA 95035

X

## Signatures

/s/ H. Raymond Bingham, by Susan Marsch as attorney-in-fact

07/25/2011

\_\_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).

- On July 22, 2011, Reporting Person was awarded a total of 21,398 restricted share units (RSUs) pursuant to the terms of the annual equity award to non-employee directors under the Issuer's 2010 Incentive Plan as more fully described in the section titled "Non-Management Directors' Compensation for Fiscal Year 2011" beginning on page 15 of the Issuer's Joint Proxy Statement filed with the SEC on June 6, 2011. Each RSU represents a contingent right to receive one unrestricted, fully transferable share for each vested RSU which has not previously forfeited. The award shall vest in full on the date immediately prior to the date of Issuer's 2012 annual general meeting.
- (2) On July 22, 2011, Reporting Person was awarded a total of 14,265 restricted share units (RSUs) pursuant to the terms of the additional annual equity award to the Chairman of the Board under the Issuer's 2010 Incentive Plan as more fully described in the section titled "Non-Management Directors' Compensation for Fiscal Year 2011" beginning on page 15 of the Issuer's Joint Proxy Statement filed with

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the SEC on June 6, 2011. Each RSU represents a contingent right to receive one unrestricted, fully transferable share for each vested RSU which has not previously forfeited. The award shall vest in full on the date immediately prior to the date of Issuer's 2012 annual general meeting.

On July 22, 2011, Reporting Person was awarded a total of 2,286 restricted share units (RSUs) pursuant to the terms previously approved by the Issuer's Board of Directors and as more fully described in the section titled "Non-Management Directors' Compensation for Fiscal

- (3) Year 2011" beginning on page 15 of the Issuer's Joint Proxy Statement filed with the SEC on June 6, 2011. Each RSU represents a contingent right to receive one unrestricted, fully transferable share for each vested RSU which has not previously forfeited. The award shall vest in full immediately upon date of grant.
- (4) Shares held of record by the Raymond & Kristin Bingham Revocable Trust Dated 9/16/04 (the "Trust") of which Reporting Person and his spouse are co-trustees. Each trustee has independent control and voting power over the Trust.

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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