

FLEXTRONICS INTERNATIONAL LTD.

Form 4

March 11, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCNAMARA MICHAEL M

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)

C/O FLEXTRONICS
INTERNATIONAL USA INC., 6201
AMERICA CENTER DRIVE

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
03/09/2016

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

SAN JOSE, CA 95002

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

(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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	03/09/2016		M	29,886 A	\$ 11.23 2,963,977	D	
Ordinary Shares	03/09/2016		S	29,886 D	\$ 11.2921 2,934,091	D	
Ordinary Shares	03/10/2016		M	18,082 A	\$ 11.23 2,952,173	D	
Ordinary Shares	03/10/2016		S	18,082 D	\$ 11.2938 2,934,091	D	

(2)

Ordinary Shares	03/11/2016	M	183,565	A	\$ 11.23	3,117,656	D
Ordinary Shares	03/11/2016	S	183,565	D	\$ 11.3644 (3)	2,934,091 (4) (5)	D (6)

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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Securities (Number of Shares)
Employee Stock Option (Right to Buy)	\$ 11.23	03/09/2016		M		29,886		<u>(7)</u>	04/17/2016	Ordinary Shares	29,886
Employee Stock Option (Right to Buy)	\$ 11.23	03/10/2016		M		18,082		<u>(7)</u>	04/17/2016	Ordinary Shares	18,082
Employee Stock Option (Right to Buy)	\$ 11.23	03/11/2016		M		183,565		<u>(7)</u>	04/17/2016	Ordinary Shares	183,565

Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
X		Chief Executive Officer	

MCNAMARA MICHAEL M
C/O FLEXTRONICS INTERNATIONAL USA INC.
6201 AMERICA CENTER DRIVE
SAN JOSE, CA 95002

Signatures

/s/ Michael McNamara, by Jonathan S. Hoak as
attorney-in-fact

03/11/2016

__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).
 - (1) Price reflects weighted average sales price; actual sales prices ranged from \$11.29 to \$11.305. The Reporting Person undertakes to provide, 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.
 - (2) Price reflects weighted average sales price; actual sales prices ranged from \$11.29 to \$11.31. The Reporting Person undertakes to provide, 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.
 - (3) Price reflects weighted average sales price; actual sales prices ranged from \$11.29 to \$11.44. The Reporting Person undertakes to provide, 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.
 - (4) Includes the following: (1) 112,500 unvested Restricted Share Units, which will vest on May 17, 2016; (2) 225,000 unvested Restricted Share Units, which will vest in two equal annual installments beginning on May 21, 2016; (3) 273,973 unvested Restricted Share Units, which will vest in three equal annual installments beginning on June 26, 2016; and (4) 359,504 unvested Restricted Share Units, which will vest in four equal annual installments beginning on June 10, 2016.
 - (5) Each unvested Restricted Share Unit represents a contingent right to receive one unrestricted, fully transferable share for each vested Restricted Share Unit which has not previously forfeited.
 - (6) The shares are held by the McNamara Family Trust.
 - (7) The award was fully vested on April 17, 2010.

Remarks:

The option exercised as reported in this Form 4 is scheduled to expire on April 17, 2016, and was effected pursuant to a Rule 1

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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