

FLEXTRONICS INTERNATIONAL LTD.

Form 4

February 27, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
SHARP RICHARD L

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)  
02/25/2008

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

9020 STONY POINT PARKWAY,  
SUITE 180

(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

RICHMOND, VA 23235

(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 Ownership (Instr. 4) |              |         |   |              |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|--------------|---------|---|--------------|
|                                 |                                      |  |                                | Code  | V   | Amount   | (A) or (D)                                 | Price        |         |   |              |
| Ordinary Shares                 | 02/25/2008                           |  | S                              |   | 575,400   | D  |  | \$ 10.83 (1) | 947,743 | I | By Trust (2) |
| Ordinary Shares                 |                                      |  |                                |   |   |  |  |              | 403,435 | I | By Trust (3) |
| Ordinary Shares                 |                                      |  |                                |   |   |  |  |              | 155,000 | I | By Trust (4) |
| Ordinary Shares                 | 02/26/2008                           |  | S                              |   | 536,560   | D  |  | \$ 10.84 (5) | 411,183 | I | By Trust (2) |

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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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| SHARP RICHARD L<br>9020 STONY POINT PARKWAY, SUITE 180<br>RICHMOND, VA 23235 |               | X         |         |       |

## Signatures

/s/ Richard L. Sharp, by Carrie Schiff as attorney-in-fact. 02/27/2008

\*\*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) Represents the sale of 575,400 shares in 44 separate transactions, ranging from \$10.80 to \$10.92 per share, resulting in a weighted average sale price per share of \$10.8261.
- (2) Shares are held directly by RLS Trust, of which the Reporting Person is sole trustee.
- (3) Shares are held directly by RLS 2000 Charitable Remainder Unitrust, of which the Reporting Person is sole trustee.
- (4) Shares are held directly by RLS 1998 Charitable Remainder Unitrust, of which the Reporting Person is co-trustee.
- (5) Represents the sale of 536,560 shares in 27 separate transactions, ranging from \$10.80 to \$10.91 per share, resulting in a weighted average sale price per share of \$10.8418.

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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