

Collier Christopher
Form 4
December 03, 2009

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 *
Collier Christopher

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)
12/01/2009

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

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 or Price (A) or (D) | | |
| Ordinary Shares | 12/01/2009 | | M | | 10,000 A \$ 5.96 | | D |
| Ordinary Shares | 12/01/2009 | | S ⁽¹⁾ | | 10,000 D 7.23 | | D |
| Ordinary Shares | 12/01/2009 | | M | | 10,000 A \$ 2.26 | | D |
| Ordinary Shares | 12/01/2009 | | S ⁽¹⁾ | | 10,000 D \$ 7.23 | | D |

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(2)

| | | | | | | | |
|-----------------|------------|------------------|--------|---|---------|-----------------------|---|
| Ordinary Shares | 12/01/2009 | S ⁽¹⁾ | 5,000 | D | \$ 7.2 | 89,112 | D |
| Ordinary Shares | 12/02/2009 | M | 12,500 | A | \$ 5.96 | 101,612 | D |
| Ordinary Shares | 12/02/2009 | S ⁽¹⁾ | 12,500 | D | \$ 7.55 | 89,112 | D |
| Ordinary Shares | 12/02/2009 | M | 25,000 | A | \$ 2.26 | 114,112 | D |
| Ordinary Shares | 12/02/2009 | S ⁽¹⁾ | 25,000 | D | \$ 7.55 | 89,112 | D |
| Ordinary Shares | 12/02/2009 | S | 5,000 | D | \$ 7.5 | 84,112 ⁽³⁾ | D |

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 number.

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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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) | \$ 5.96 | 12/01/2009 | | M | 10,000 | ⁽⁴⁾ 07/02/2012 | Ordinary Shares | 10,000 |
| Stock Option (right to buy) | \$ 2.26 | 12/01/2009 | | M | 10,000 | ⁽⁵⁾ 12/05/2015 | Ordinary Shares | 10,000 |
| Stock Option (right to buy) | \$ 5.96 | 12/02/2009 | | M | 12,500 | ⁽⁴⁾ 07/02/2012 | Ordinary Shares | 12,500 |

| | | | | | | | | |
|--------------------------------------|---------|------------|---|--------|------------|------------|--------------------|--------|
| Stock Option (right to buy) | \$ 2.26 | 12/02/2009 | M | 25,000 | <u>(5)</u> | 12/05/2015 | Ordinary Shares | 15,000 |
|--------------------------------------|---------|------------|---|--------|------------|------------|--------------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Collier Christopher C/O FLEXTRONICS INTERNATIONAL USA, INC. 847 GIBRALTAR DRIVE MILPITAS, CA 95035 | | | Chief Accounting Officer | |

Signatures

| | |
|--|------------|
| /s/ Chris Collier, by Carrie Schiff as attorney-in-fact | 12/03/2009 |
| __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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.
 - (2) Represents the sale of 10,000 shares in seven separate transactions, ranging from \$7.20 to \$7.25 per share, resulting in a weighted average sale price per share of \$7.23.
 - (3) Includes 20,000 unvested shares of a share bonus award (contingent right to receive Ordinary Shares), which vest in two equal annual installments beginning on April 3, 2010 and 37,500 unvested shares of a share bonus award, which will vest on May 1, 2010.
 - (4) The options began vesting on August 2, 2002 and are now fully exercisable.
 - (5) The options vest and becomes exercisable in four equal installments beginning June 2, 2009 and 25% annually thereafter.

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.