

FLEXTRONICS INTERNATIONAL LTD.

Form 3

July 26, 2013

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Bennett David P</p> <p>(Last) (First) (Middle)</p> <p>C/O FLEXTRONICS INTERNATIONAL USA, INC., Â 6201 AMERICA CENTER DRIVE</p> <p>(Street)</p> <p>SAN JOSE, Â CA Â 95002</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>07/25/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FLEXTRONICS INTERNATIONAL LTD. [FLEX]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>Chief Accounting Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	93,200 ⁽¹⁾ ⁽²⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (3)	08/11/2016	Ordinary Shares	13,333	\$ 5.57	D	Â
Stock Option (Right to Buy)	Â (3)	08/11/2016	Ordinary Shares	13,333	\$ 5.57	D	Â
Stock Option (Right to Buy)	Â (3)	08/11/2016	Ordinary Shares	20,000	\$ 5.57	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bennett David P C/O FLEXTRONICS INTERNATIONAL USA, INC. 6201 AMERICA CENTER DRIVE SAN JOSE, CA 95002	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ David P Bennett, by Jonathan Hoak as attorney-in-fact

07/26/2013

__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).

- Consists of the following: (1) 8,000 unvested Restricted Stock Units, which will vest on June 15, 2014; (2) 10,500 unvested Restricted Stock Units, which will vest in two annual installments of 4,500 and 6,000, respectively, beginning on June 17, 2014; (3) 36,000 unvested Restricted Stock Units, which will vest on November 30, 2014; (4) 13,500 unvested Restricted Stock Units, which will vest in three equal annual installments beginning on June 15, 2014; and (5) 25,200 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 15, 2014.
- (1) Restricted Stock Units, which will vest on November 30, 2014; (4) 13,500 unvested Restricted Stock Units, which will vest in three equal annual installments beginning on June 15, 2014; and (5) 25,200 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 15, 2014.
 - (2) Each unvested Restricted Stock Unit represents a contingent right to receive one unrestricted, fully transferable share for each vested Restricted Stock Unit which has not previously forfeited.
 - (3) Immediately exercisable.

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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