

FLEXTRONICS INTERNATIONAL LTD.

Form 4

September 06, 2016

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)
09/09/2015

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

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

SAN JOSE, CA 95002

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Ordinary Shares | 09/09/2015 | | G | V 22,788 D \$ 0 | 46,995 ⁽¹⁾ | D | |
| Ordinary Shares | 09/09/2015 | | G | V 22,788 A \$ 0 | 22,788 | I | By Trust ⁽²⁾ |
| Ordinary Shares | 09/01/2016 | | G | V 25,628 D \$ 0 | 21,367 ⁽³⁾ | D | |
| Ordinary Shares | 09/01/2016 | | G | V 25,628 A \$ 0 | 28,416 ⁽⁴⁾ | I | By Trust ⁽²⁾ |

Ordinary Shares 09/01/2016 S 25,000 D 13.1979 63,262 I By L.P ⁽⁶⁾
 \$
(5)

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

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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. Nu |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
| | | | | 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.
 6201 AMERICA CENTER DRIVE
 SAN JOSE, CA 95002

X

Signatures

/s/ H. Raymond Bingham, by Susan Marsch as Attorney-in-Fact

09/06/2016

__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) Represents Ordinary Shares reported in prior Forms as directly held by Mr. Bingham and transferred to The Raymond & Kristin Bingham Revocable Trust UAD 09/16/2004.
- (2) Shares held by The Raymond & Kristin Bingham Revocable Trust UAD 09/16/2004.

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- Includes 21,367 unvested restricted share units (RSUs) which vest in full on the date immediately prior to the date of Issuer's 2017 annual
- (3) general meeting. Each unvested RSU represents a contingent right to receive one unrestricted, fully transferrable share for each vested RSU which has not been previously forfeited.
 - (4) Includes previously reported sale of 20,000 shares reported in Form 4 reported on 10/22/2015.
Price reflects weighted average sales price; actual sales prices ranged from \$13.18 to \$13.205. The Reporting Person undertakes to
 - (5) 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.
 - (6) Shares held indirectly by a limited partnership which is owned 100% by trusts, of which Reporting Person is a trustee, and which were established for the benefit of the Reporting Person's children.

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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