

FLEXTRONICS INTERNATIONAL LTD.

Form 4

April 17, 2015

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 *
Tan Lay Koon

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)
08/05/2013

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares | 08/05/2013 | | S | 4,442 (1) D | \$ 8.7901 74,995 (2) | D | |
| Ordinary Shares | 04/15/2015 | | A | 1,666 (3) A | \$ 0 76,661 | D | |
| Ordinary Shares | 04/15/2015 | | A | 294 (3) A | \$ 0 76,955 | D | |
| Ordinary Shares | 04/16/2015 | | S | 340 (1) D | \$ 12.685 76,615 (5) | D | |

(4)

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. 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 Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Tan Lay Koon C/O FLEXTRONICS INTERNATIONAL USA, INC. 6201 AMERICA CENTER DRIVE SAN JOSE, CA 95002 | X | | | |

Signatures

/s/ Tan Lay Koon, by Angela Bernardi as attorney-in-fact
 04/17/2015
 **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) Disposition of shares as payment of tax liability to Company incident to vesting of restricted share unit award.
- (2) The number of shares reported in Column 5 is the number of shares beneficially owned as of the date of this filing and takes into account transactions reported on either Form 4 or Form 5 since the date of transaction reported herein.
- (3) On April 15, 2015, Reporting Person was awarded an aggregate total of 1,960 restricted share units (RSUs) pursuant to the terms of the Issuer's Share Election Program as approved by Issuer's Board of Directors and Shareholders on 7/24/2013 and 7/29/2013, respectively.

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The awards were granted for the quarterly period from 1/1/2015 to 3/31/2015. The awards vest immediately upon grant.

Price reflects weighted average sales price; actual sales prices ranged from \$12.6845 to \$12.685. The reporting person undertakes to

(4) 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.

Includes 13,673 unvested Restricted Share Units, which vest in full on the date immediately prior to the date of Issuer's 2015 annual

- (5) general meeting. 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.

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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