

FLEXTRONICS INTERNATIONAL LTD.
Form 4
June 15, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Bennett David P

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)
06/13/2016

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

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	(D)	Price
Ordinary Shares	06/13/2016		S ⁽¹⁾		2,828	D	\$ 12.711 ⁽²⁾
Ordinary Shares	06/13/2016		S		327	D	\$ 12.7164 ⁽³⁾
Ordinary Shares	06/14/2016		A		19,501 ⁽⁴⁾	A	\$ 0
							102,319 ⁽⁵⁾ ⁽⁶⁾

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

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- (4) Consists of 19,501 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 14, 2017.
- Includes the following: (1) 4,500 unvested Restricted Stock Units, which will vest on June 15, 2016; (2) 12,600 unvested Restricted Stock Units, which will vest in two equal annual installments beginning on June 15, 2016; (3) 12,500 unvested Restricted Stock Units, which will vest in two equal installments beginning on July 25, 2016; (4) 18,750 unvested Restricted Stock Units, which will vest in three equal installments beginning on June 26, 2016; (5) 16,968 unvested Restricted Stock Units, which will vest in three equal annual installments beginning on June 10, 2017; and (6) 19,501 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 14, 2017.
- (6) 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.

Remarks:

The sales as reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan.

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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