

CLARKE MICHAEL JOSEPH

Form 4

December 03, 2009

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CLARKE MICHAEL JOSEPH

(Last) (First) (Middle)

C/O FLEXTRONICS
INTERNATIONAL LTD., ONE
MARINA BOULEVARD #28-00

(Street)

SINGAPORE, U0 018989

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

FLEXTRONICS
INTERNATIONAL LTD. [FLEX]

3. Date of Earliest Transaction
(Month/Day/Year)
12/01/2009

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

President, Infrastructure

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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)
Ordinary Shares	12/01/2009		M	25,000	A \$ 2.26	115,000	D
Ordinary Shares	12/01/2009		S ⁽¹⁾	25,000	D \$ 7.27 (2)	90,000	D
Ordinary Shares	12/02/2009		M	25,000	A \$ 2.26	115,000	D
Ordinary Shares	12/02/2009		S ⁽¹⁾	25,000	D \$ 7.5	90,000 ⁽³⁾	D

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

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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)	\$ 2.26	12/01/2009		M	25,000	(4) 12/05/2015	Ordinary Shares	25,000
Stock Option (right to buy)	\$ 2.26	12/02/2009		M	25,000	(4) 12/05/2015	Ordinary Shares	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CLARKE MICHAEL JOSEPH
C/O FLEXTRONICS INTERNATIONAL LTD.
ONE MARINA BOULEVARD #28-00
SINGAPORE, U0 018989

President, Infrastructure

Signatures

/s/ Michael Clarke, 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.

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- (2) Represents the sale of 25,000 shares in eight separate transactions, ranging from \$7.20 to \$7.42 per share, resulting in a weighted average sale price per share of \$7.27.
- (3) Includes 40,000 unvested shares of a share bonus award (a contingent right to receive Ordinary Shares), which vest in two equal annual installments beginning April 13, 2010 and 50,000 unvested shares of a share bonus award, which will vest on May 1, 2010.
- (4) 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.

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