

Humphries Paul
Form 3
April 10, 2012

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)

1. Name and Address of Reporting
Person *

Â Humphries Paul
(Last) (First) (Middle)

C/O FLEXTRONICS
INTERNATIONAL USA,
INC.,Â 847 GIBRALTAR
DRIVE

(Street)

MILPITAS,Â CAÂ 95035

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)
04/01/2012

3. Issuer Name **and** Ticker or Trading Symbol
FLEXTRONICS INTERNATIONAL LTD. [FLEX]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
President, HVS & EVP, HR

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 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

167,188 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

**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.**

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 (2)	12/05/2015	Ordinary Shares	275,000	\$ 2.26	D	Â
Stock Option (Right to Buy)	Â (3)	08/11/2016	Ordinary Shares	89,600	\$ 5.57	D	Â
Stock Option (Right to Buy)	Â (4)	08/11/2016	Ordinary Shares	213,889	\$ 5.57	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				Other
	Director	10% Owner	Officer		
Humphries Paul C/O FLEXTRONICS INTERNATIONAL USA, INC. 847 GIBRALTAR DRIVE MILPITAS, CA 95035	Â	Â	Â President, HVS & EVP, HR	Â	

Signatures

/s/ Paul Humphries, by Susan Marsch as attorney-in-fact

04/10/2012

__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).

- Includes 55,000 unvested Restricted Stock Units, which vest in two equal annual installments beginning on June 15, 2013; and 90,000
- (1) unvested Restricted Stock Units, which will vest in four annual installments of 10%, 20%, 30% and 40%, respectively, starting on June 3, 2012.
 - (2) Consists of 175,000 shares subject to an option to purchase ordinary shares of the Issuer's stock are immediately exercisable and 100,000 shares subject to an option to purchase ordinary shares of the Issuer's stock will vest and become exercisable on June 2, 2012.
 - (3) Immediately exercisable.
 - (4) Consists of 177,430 shares subject to an option to purchase ordinary shares of the Issuer's stock are immediately exercisable and 36,459 shares subject to an option to purchase ordinary shares of the Issuer's stock will vest and become exercisable in five equal monthly installments beginning on April 11, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.