

Barbier Francois  
Form 4  
December 14, 2010

**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 \*  
Barbier Francois

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)  
12/13/2010

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ 10% Owner  
\_\_\_\_\_ Other (specify below)  
President, Global Operations

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

MILPITAS, CA 95035  
(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Ordinary Shares                 | 12/13/2010                           |  | M                              |   | 14,433  | A  | \$ 5.57                           |
| Ordinary Shares                 | 12/13/2010                           |  | M                              |   | 50,000  | A  | \$ 5.57                           |
| Ordinary Shares                 | 12/13/2010                           |  | S <sup>(1)</sup>               |   | 64,433  | D  | \$ 7.78                           |
|                                 |                                      |  |                                |   |   |  | (2)                               |
|                                 |                                      |  |                                |   | 85,000  |  | (3)                               |

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)                | \$ 5.57  | 12/13/2010                           |  | M                              | 14,433  | <sup>(4)</sup> 08/11/2016                                | Ordinary Shares   | 14,433                        |
| Stock Option (Right to buy)                | \$ 5.57  | 12/13/2010                           |  | M                              | 50,000  | <sup>(5)</sup> 08/11/2016                                | Ordinary Shares   | 50,000                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                              |       |
|--|---------------|-----------|------------------------------|-------|
|  | Director      | 10% Owner | Officer                      | Other |
| Barbier Francois<br>C/O FLEXTRONICS INTERNATIONAL USA, INC.<br>847 GIBRALTAR DRIVE<br>MILPITAS, CA 95035 |               |           | President, Global Operations |       |

## Signatures

/s/ Francois Barbier, by Daniel L. Jablonsky as attorney-in-fact 12/14/2010

\*\*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.
- (2) Represents the sale of 64,433 shares in 36 separate transactions, ranging from \$7.73 to \$7.90 per share, resulting in a weighted average sale price per share of \$7.78.

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- (3) Consists of 10,000 unvested shares of a share bonus award (a contingent right to receive Ordinary Shares), which will vest on April 3, 2011; and 75,000 unvested shares of a share bonus award, which will vest in two equal annual installments beginning on June 15, 2013.
- (4) 25% of the options began vesting on August 11, 2010 with the remaining shares vesting in equal monthly installments over the next year.
- (5) 25% of the options began vesting on August 11, 2010 with the remaining shares vesting in equal monthly installments over the next two years.

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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