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FLEXTRONICS INTERNATIONAL LTD.

Form 4 July 30, 2013

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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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 See Instruction

1(b).

Shares

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BINGHAM H RAYMOND** Issuer Symbol **FLEXTRONICS** (Check all applicable) INTERNATIONAL LTD. [FLEX] (Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year) below) C/O FLEXTRONICS 07/29/2013 INTERNATIONAL USA, INC., 6201 AMERICA CENTER **DRIVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SAN JOSE, CA 95002 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Transaction(A) or Disposed of Indirect Security (Month/Day/Year) Execution Date, if Securities Form: Direct (Instr. 3) Code (D) Beneficially (D) or Beneficial any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Price Code V Amount (D) **Ordinary** 17,647 07/29/2013 A \$0 D 55,526 (1) **Shares Ordinary** 11,764 07/29/2013 A \$0 67,290 D Shares (2) **Ordinary**

178,262

Ι

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

By LP (3)

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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Title a | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|-----------------------|------------------------|--------------------------------|-------------|------------|--------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | TransactionNumber | | Expiration D | ate | Amount o | | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day/ | Year) | Underly | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) Derivative | | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities Acquired | | | (Instr. 3 | and 4) | | Own |
| | Security | | | | | | | | | | Follo |
| | · | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | | | | |
| | | | | | | | | | mount | | |
| | | | | | | Date Expirati Exercisable Date | Expiration | 01 | | | |
| | | | | | | | • | Title N | umber | | |
| | | | | | | | | of | | | |
| | | | | Code V | (A) (D) | | | S | hares | | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

BINGHAM H RAYMOND C/O FLEXTRONICS INTERNATIONAL USA, INC. 6201 AMERICA CENTER DRIVE SAN JOSE, CA 95002

X

Signatures

/s/ H. Raymond Bingham, by Angela Bernardi as attorney-in-fact

07/30/2013

**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).
 - On July 29, 2013, Reporting Person was awarded a total of 17,647 restricted share units (RSUs) pursuant to the terms of the annual equity award to non-employee directors under the Issuer's 2010 Incentive Plan as more fully described in the section titled "Non-Management
- Directors' Compensation for Fiscal Year 2013" beginning on page 13 of the Issuer's Joint Proxy Statement filed with the SEC on June 12, 2013. Each RSU represents a contingent right to receive one unrestricted, fully transferable share for each vested RSU which has not previously forfeited. The award shall vest in full on the date immediately prior to the date of Issuer's 2014 annual general meeting.
- (2) On July 29, 2013, Reporting Person was awarded a total of 11,764 restricted share units (RSUs) pursuant to the terms of the additional annual equity award to the Chairman of the Board under the Issuer's 2010 Incentive Plan as more fully described in the section titled "Non-Management Directors' Compensation for Fiscal Year 2013" beginning on page 13 of the Issuer's Joint Proxy Statement filed with the SEC on June 12, 2013. Each RSU represents a contingent right to receive one unrestricted, fully transferable share for each vested RSU which has not previously forfeited. The award shall vest in full on the date immediately prior to the date of Issuer's 2014 annual

Reporting Owners 2

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general meeting.

(3) Shares held indirectly by a limited partnership which is owned 100% by trusts, of which Reporting Person is a trustee, and which were established for the benefit of the Reporting Person's children.

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.