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FLEXTRONICS INTERNATIONAL LTD.

Form 4 July 25, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **DAVIDSON JAMES**

2. Issuer Name and Ticker or Trading

Symbol

(Middle)

FLEXTRONICS

5. Relationship of Reporting Person(s) to

Issuer

INTERNATIONAL LTD. [FLEX]

(Check all applicable)

(Last) (First) 3. Date of Earliest Transaction

(Month/Day/Year)

07/22/2011

Officer (give title

_X__ Director

10% Owner Other (specify

C/O SILVER LAKE

PARTNERS, 2775 SAND HILL

(Street)

ROAD, SUITE 100

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

MENLO PARK, CA 94025

(City)	(State) 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	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D)			•	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	
		(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (A) or			Owned Indirect (I) Following (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)		Ownership (Instr. 4)			
Ordinary Shares	07/22/2011		Code V A	Amount 21,398 (1)	(D)	Price \$ 0	63,020	D		
Ordinary Shares							51,807	I	By LLC (2)	
Ordinary Shares							45,740	I	By Trust	
Ordinary Shares							94	I	By Trust	

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans

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	e and	8. Price of	٩
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Da	ate	Amou	nt of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	ying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative			Securities	(Instr. 5)]	
	Derivative			Securities			(Instr.	3 and 4)		(
Security					Acquired	Acquired				J	
					(A) or						J
					Disposed	sed					7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date Exercisable	Expiration Date	Title N	Number		
									of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DAVIDSON JAMES C/O SILVER LAKE PARTNERS 2775 SAND HILL ROAD, SUITE 100 MENLO PARK, CA 94025

X

Signatures

/s/ Davidson James A., by Susan Marsch as attorney-in-fact

07/25/2011

**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 22, 2011, Reporting Person was awarded a total of 21,398 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
- (1) Directors' Compensation for Fiscal Year 2011" beginning on page 15 of the Issuer's Joint Proxy Statement filed with the SEC on June 6, 2011. 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 2012 annual general meeting.
- (2) The Reporting Person is a Managing Director of Silver Lake Technology Management, L.L.C. ("Silver Lake"). Pursuant to the Reporting Person's arrangements with Silver Lake with respect to director compensation, the proceeds from any sale of the shares reported hereby are expected to be assigned to Silver Lake. Accordingly, the Reporting Person disclaims beneficial ownership of such shares, except to

Reporting Owners 2

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the extent of any pecuniary interest therein.

- (3) Held by Davidson Living Trust, of which the Reporting Person is a trustee.
- (4) Held by The John Alexander Davidson 2000 Irrevocable Trust, of which the Reporting Person is trustee.

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.