

FLEXTRONICS INTERNATIONAL LTD.

Form 4

May 25, 2016

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)
05/23/2016

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

C/O FLEXTRONICS INTERNATIONAL USA, INC., 6201 AMERICA CENTER 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

SAN JOSE, CA 95002

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares | 05/23/2016 | | A | (A) or (D) V Amount Price 337,750 (1) \$ 0 | 736,427 | D | |
| Ordinary Shares | 05/24/2016 | | S(2) | 24,260 D \$ 12.46 | 712,167 | D | |
| Ordinary Shares | 05/25/2016 | | S(2) | 189,585 D \$ 12.3388 (3) | 522,582 (4) (5) | D | |

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

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Includes the following: (1) 43,750 unvested Restricted Share Units, which will vest on May 21, 2017; (2) 82,595 unvested Restricted Stock Units, which will vest in three equal annual installments beginning on June 26, 2016; and (3) 101,115 unvested Restricted Stock Units, which will vest in four equal annual installments beginning on June 10, 2016.

- (5) Each unvested Restricted Stock Unit represents a contingent right to receive one unrestricted, fully transferable share for each vested Restricted Stock Unit which has not previously forfeited.

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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