

Widmann Werner F
Form 4
September 24, 2009

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Widmann Werner F

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)
09/23/2009

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
President, Multek

C/O FLEXTRONICS
INTERNATIONAL LTD., ONE
MARINA BLVD

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

SINGAPORE, U0 018989

(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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	09/23/2009		M	100,000	A \$ 2.26 174,556	D	
Ordinary Shares	09/23/2009		S	100,000	D \$ 7.435 74,556 (1)	D	
Ordinary Shares	09/23/2009		S	4,556	D \$ 7.435 70,000 (3) (2)	D	

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (right to buy)	\$ 2.26	09/23/2009		M	100,000	<u>(4)</u> 12/02/2015	Ordinary Shares 100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Widmann Werner F
C/O FLEXTRONICS INTERNATIONAL LTD.
ONE MARINA BLVD
SINGAPORE, U0 018989

President, Multek

Signatures

/s/ Werner Widmann, by Carrie Schiff as attorney-in-fact.

09/24/2009

__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) Represents the sale of 100,000 shares in five separate transactions, ranging from \$7.42 to \$7.45 per share, resulting in a weighted average sale price per share of \$7.435.
- (2) Represents the sale of 4,556 shares in five separate transactions, ranging from \$7.42 to \$7.45 per share, resulting in a weighted average sale price per share of \$7.435.
- (3) Includes 20,000 unvested shares of a share bonus award (a contingent right to receive Ordinary Shares), which vest in two equal annual installments beginning on April 3, 2010 and, 50,000 unvested shares of a share bonus award, which will vest on May 1, 2010.
- (4) The option vests and becomes exercisable in four equal installments beginning June 2, 2009 and 25% annually thereafter.

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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