

FLEXTRONICS INTERNATIONAL LTD.

Form 4

August 17, 2006

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARKS MICHAEL E

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)
08/16/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

C/O FLEXTRONICS
INTERNATIONAL USA INC., 2090
FORTUNE 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 95131

(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)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	08/16/2006		S		179,924	D	\$ 11.98	453,409	I	By Trust <u>(1)</u>
Ordinary Shares	08/17/2006		S		220,076	D	\$ 12.01	233,333	I	By Trust <u>(1)</u>
Ordinary Shares								12,000	I	By Trust <u>(2)</u>
Ordinary Shares								12,000	I	By Trust <u>(3)</u>
								2,561,626	I	

Ordinary
Shares

By LLC
(4)

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

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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 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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MARKS MICHAEL E
C/O FLEXTRONICS INTERNATIONAL USA INC.
2090 FORTUNE DRIVE
SAN JOSE, CA 95131

X

Signatures

/s/ Michael E. Marks by Patricia Doherty as
attorney-in-fact.

08/17/2006

__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) Shares are owned directly by the Marks Family Trust U/A/D July 7, 2000, as amended, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under Rule 16a-8(b)(2)(ii) under the Securities Exchange Act of 1934, as amended.
- (2)

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Shares are owned directly by the Justin Caine Marks Trust, as beneficiary, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under Rule 16a-8(b)(2)(ii) under the Securities Exchange Act of 1934, as amended.

(3) Shares are owned directly by the Amy G. Marks Trust, as beneficiary, of which the Reporting Person is a trustee. The Reporting Person disclaims beneficial ownership of these shares in excess of his interest under Rule 16a-8(b)(2)(ii) under the Securities Exchange Act of 1934, as amended.

(4) Shares owned directly by Epping Investment Holdings, LLC, of which the Reporting Person and his wife are the managing members.

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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