

FLEXTRONICS INTERNATIONAL LTD.

Form 4

February 20, 2008

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 *
SHARP RICHARD L

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)
9020 STONY POINT PARKWAY,
SUITE 180
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/19/2008

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

RICHMOND, VA 23235

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

(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 Ownership (Instr. 4)				
				Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	02/19/2008		S		480,000	D		\$ 10.96 (1)	0	I	By LLC (2)
Ordinary Shares	02/19/2008		S		274,272	D		\$ 10.89 (3)	1,773,828	I	By Trust (4)
Ordinary Shares									403,435	I	By Trust (5)
Ordinary Shares									155,000	I	By Trust (6)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with columns: 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. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5). Includes sub-headers for Date Exercisable and Expiration Date, Title, and Amount or Number of Shares.

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SHARP RICHARD L
9020 STONY POINT PARKWAY, SUITE 180
RICHMOND, VA 23235 X

Signatures

/s/ Richard L. Sharp, by Carrie Schiff as attorney-in-fact.

02/20/2008

**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 480,000 shares in 44 separate transactions, ranging from \$10.88 to \$11.035 per share, resulting in a weighted average sale price per share of \$10.96811.
(2) Shares are held directly by Bethany, LLC, of which the Reporting Person is a manager and owns a one percent interest. The Reporting Person disclaims beneficial ownership of the shares owned by Bethany, LLC except to the extent of his pecuniary interest therein.
(3) Represents the sale of 274,272 shares in 34 separate transactions, ranging from \$10.85 to \$10.96 per share, resulting in a weighted average sale price per share of \$10.8948.
(4) Shares are held directly by RLS Trust, of which the Reporting Person is sole trustee.
(5) Shares are held directly by RLS 2000 Charitable Remainder Unitrust, of which the Reporting Person is sole trustee.

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(6) Shares are held directly by RLS 1998 Charitable Remainder Unitrust, of which the Reporting Person is co-trustee.

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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