

FLEXTRONICS INTERNATIONAL LTD.

Form 4

August 17, 2006

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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 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 (1)
Ordinary Shares	08/17/2006		S		220,076	D	\$ 12.01	233,333	I	By Trust (1)
Ordinary Shares								12,000	I	By Trust (2)
Ordinary Shares								12,000	I	By Trust (3)
								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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(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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3)
				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. 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.