

FLEXTRONICS INTERNATIONAL LTD.

Form 4/A

August 20, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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)  
10/04/2006

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)  
10/06/2006

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Ordinary Shares                 | 10/04/2006                           |  | A                              | 7,716 A \$ 0  | 241,049 <sup>(1)</sup>  | I  | By Trust <sup>(2)</sup>           |
| Ordinary Shares                 |                                      |  |                                |   | 12,000  | I  | By Trust <sup>(3)</sup>           |
| Ordinary Shares                 |                                      |  |                                |   | 12,000  | I  | By Trust <sup>(4)</sup>           |
| Ordinary Shares                 |                                      |  |                                |   | 2,561,626   | I  | By Trust <sup>(5)</sup>           |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  | 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 Carrie Schiff as attorney-in-fact

08/20/2007

\_\_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) 233,333 shares were mistakenly double counted in the Reporting Person's indirect holdings. This amendment corrects the number of shares beneficially owned following the reported transaction.
- (2) 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.
- (3) 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.

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- (4) Shares are owned directly by the Amy G. Marks Trust, as beneficiary, of which the Reporting Person is 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.
- (5) Shares are 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.