

INFINERA CORP
Form 4
February 11, 2014

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 *
Brennan Ita M

(Last) (First) (Middle)

**C/O INFINERA
CORPORATION, 140 CASPIAN
COURT**

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
INFINERA CORP [INFN]

3. Date of Earliest Transaction
(Month/Day/Year)
02/07/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Chief Financial Officer

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

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)
Common Stock	02/07/2014		M	2,344	A \$ 2	160,364	D
Common Stock	02/07/2014		M	50,000	A \$ 6.71	210,364	D
Common Stock	02/07/2014		M	17,656	A \$ 6.9	228,020	D
Common Stock	02/07/2014		S	70,000	D \$ (1) 8.5016	158,020	D
	02/10/2014		M	49,531	A \$ 6.9	207,551	D

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Common
Stock

Common Stock	02/10/2014	S	74,864	D	\$ 8.6149 (2)	132,687	D
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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2	02/07/2014		M		2,344		(3)	09/07/2016	Common Stock	2,344
Employee Stock Option (Right to Buy)	\$ 8.19							(3)	11/23/2016	Common Stock	37,500
Employee Stock Option (Right to Buy)	\$ 6.71	02/07/2014		M		50,000		(3)	03/02/2019	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 7.45							(3)	08/10/2019	Common Stock	33,000
Employee Stock	\$ 6.9	02/07/2014		M		4,882		(4)	06/26/2020	Common Stock	62,226

Option
(Right to
Buy)

Employee
Stock

Option (Right to Buy)	\$ 6.9	02/10/2014	M	49,531	<u>(4)</u>	06/26/2020	Common Stock	57,344
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Employee
Stock

Option (Right to Buy)	\$ 6.9	02/07/2014	M	12,774	<u>(4)</u>	06/26/2020	Common Stock	12,774
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Employee
Stock

Option (Right to Buy)	\$ 8.58				<u>(3)</u>	02/10/2021	Common Stock	16,250
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Employee
Stock

Option (Right to Buy)	\$ 8.58				<u>(3)</u>	02/10/2021	Common Stock	48,750
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Employee
Stock

Option (Right to Buy)	\$ 8.58				<u>(3)</u>	02/10/2021	Common Stock	65,000
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Restricted
Stock
Units

(5)

(6)

(6)

Common
Stock 9,375

Restricted
Stock
Units

(5)

(7)

(7)

Common
Stock 21,333

Restricted
Stock
Units

(5)

(8)

(8)

Common
Stock 66,666

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brennan Ita M C/O INFINERA CORPORATION 140 CASPIAN COURT			Chief Financial Officer	

SUNNYVALE, CA 94089

Signatures

Ita M. Brennan

02/11/2014

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).

This price represents the weighted average sale price of the shares sold ranging from \$8.50 to \$8.515 per share. Upon request by the

(1) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

This price represents the weighted average sale price of the shares sold ranging from \$8.50 to \$8.75 per share. Upon request by the

(2) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(3) The option is fully vested.

(4) The option vests and becomes exercisable in forty-eight monthly installments beginning on June 26, 2010.

(5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.

(6) The RSUs vest in four annual installments beginning on July 1, 2011.

(7) The RSUs vest in three annual installments beginning on February 5, 2013.

(8) The RSUs vest in three annual installments beginning on February 5, 2014.

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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