

INFINERA CORP

Form 4

September 05, 2013

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fallon Thomas J

(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)
09/04/2013

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)
CEO

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	09/04/2013		M		15,926	A	\$ 8.58	15,926	D	
Common Stock	09/04/2013		S ⁽¹¹⁾		15,926	D	\$ 10.5	0	D	
Common Stock	09/05/2013		M		11,067	A	\$ 8.58	11,067	D	
Common Stock	09/05/2013		M		123,007	A	\$ 8.58	134,074	D	
Common Stock	09/05/2013		S ⁽¹¹⁾		134,074	D	\$ 10.5708	0	D	

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(12)

Common Stock	907,546	I	See Footnote <u>(1)</u>
Common Stock	43,614	I	See Footnote <u>(2)</u>

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 8.19					(3)	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 7.61					(3)	06/06/2017	Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61					(3)	06/06/2017	Common Stock	101,340
Employee Stock Option (Right to Buy)	\$ 7.11					(3)	02/10/2019	Common Stock	100,000
	\$ 7.45					(3)	08/10/2019		150,000

Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 8.19				<u>(4)</u>	11/23/2019	Common Stock	5,595	
Employee Stock Option (Right to Buy)	\$ 8.19				<u>(4)</u>	11/23/2019	Common Stock	294,40	
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(5)</u>	02/28/2018	Common Stock	2,817	
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(5)</u>	02/28/2018	Common Stock	81,683	
Employee Stock Option (Right to Buy)	\$ 8.58	09/04/2013	M	15,926	<u>(6)</u>	02/10/2021	Common Stock	41,279	
Employee Stock Option (Right to Buy)	\$ 8.58	09/05/2013	M	11,067	<u>(6)</u>	02/10/2021	Common Stock	25,353	
Employee Stock Option (Right to Buy)	\$ 8.58	09/05/2013	M	123,007	<u>(6)</u>	02/10/2021	Common Stock	201,72	
Employee Stock Option (Right to Buy)	\$ 8.58				<u>(3)</u>	02/10/2021	Common Stock	60,750	
	\$ 8.58				<u>(3)</u>	02/10/2021		182,25	

Employee Stock Option (Right to Buy)					Common Stock	
Restricted Stock Units	(7)	(8)	(8)		Common Stock	47,333
Restricted Stock Units	(7)	(9)	(9)		Common Stock	103,333
Restricted Stock Units	(7)	(10)	(10)		Common Stock	113,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fallon Thomas J C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			CEO	

Signatures

/s/ Donica Forensich, by Power of Attorney

09/05/2013

____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 held directly by the Fallon Family Revocable Trust dated 9/7/94 for which the Reporting Person serves as trustee.
- (2) Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of the shares held in trusts for his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held in trusts for his minor children for purposes of Section 16 or for any other purpose.
- (3) The option is fully vested.
- (4) The option vests and becomes exercisable in forty-eight monthly installments beginning on November 23, 2009.
- (5) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (6) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (7) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (8) The RSUs vest in three annual installments beginning on February 5, 2012.
- (9) The RSUs vest in three annual installments beginning on February 5, 2013.
- (10) The RSUs vest in three annual installments beginning on February 5, 2014.

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(11) This sale was made in connection with the Reporting Person's Rule 10b5-1 Trading Plan, which was adopted on May 29, 2013.

This price represents the weighted average sale price of the shares sold ranging from \$10.50 to \$10.72 per share. Upon request by the

(12) 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.

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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