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Fallon Thomas J Form 4										
January 05, 2010										
FORM 4	LINITED	ST A TES	SECU	DITIES	AND EV			T	PPROVA	۱L
Washington, D.C. 20549								N OMB Number:	3235-	
Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								Expires:	Januar	2005
subject to Section 16. Form 4 or	SIAIEN	VIENI UI	T CHAI		RITIES	Estimated burden hou response	average urs per	0.5		
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17((a) of the l	Public U	Jtility Ho	lding Co		inge Act of 1934, t of 1935 or Section 1940	·		
(Print or Type Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> Fallon Thomas J			2. Issuer Name and Ticker or Trading Symbol INFINERA CORP [INFN]			-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)		of Earliest T	L	-	(Check all applicable)			
C/O INFINERA CORPORATION, 169 JAVA			(Month/Day/Year) 01/01/2010				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) below) President & CEO			
DRIVE										
	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 						
SUNNYVALE,	CA 94089						Person			
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	1
	ansaction Date hth/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) or of (D)	Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature Indirect Beneficia Ownershi (Instr. 4)	ıl
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Report or	n a separate line	e for each cl	ass of sec	urities bene	eficially ow	ned directly	or indirectly.			
	1				Perso infor requi	ons who re nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ently valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					sposed of, or convertible	Beneficially Owner securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amou
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securi

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shai
Restricted Stock Units	(1)	01/01/2010		А	75,000	(2)	(2)	Common Stock	75
Performance Share Units	<u>(3)</u>	01/01/2010		А	150,000	01/01/2013	01/01/2013	Common Stock	150

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Fallon Thomas J C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089	X		President & CEO					
Signatures								
/s/ Michael O. McCarthy by power of attorney	of	01/05	5/2010					
**Signature of Reporting Person		Da	ate					

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) Each restricted stock unit represents a contingent right to receive one share of INFN common stock.
- (2) All of the restricted stock units vest on December 31, 2010. Upon vesting of the RSUs, shares of common stock will be delivered to the Reporting Person as soon as practicable.

The reported performance share units entitle the Reporting Person to receive shares of common stock based on INFN's stock price performance as compared to NASDAQ. The amount of shares to be awarded is subject to adjustment within a range of 0.5x-2.0x payout

(3) of shares based upon the change in INFN's stock price as measured against the change of the NASDAQ. The measurement periods are a comparison of the six month average between July 2, 2012 and January 1, 2013 as compared to the 30 day trailing average as of January 1, 2010.

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.