

INFINERA CORP  
Form 4  
August 27, 2014

**FORM 4**

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

OMB APPROVAL

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**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 \*  
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)  
08/25/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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)
				(A) or (D)	Price		
Common Stock	08/25/2014		S <sup>(8)</sup>	50,000	D 9.7316 <u>(9)</u>	830,719	I See Footnote (1)
Common Stock						43,614	I See Footnote (2)

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

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SEC 1474 (9-02)

number.

**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. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(3)</u> 11/23/2016	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 7.61					<u>(3)</u> 06/06/2017	06/06/2017	Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61					<u>(3)</u> 06/06/2017	06/06/2017	Common Stock	101,342
Employee Stock Option (Right to Buy)	\$ 7.11					<u>(3)</u> 02/10/2019	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(3)</u> 08/10/2019	08/10/2019	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(3)</u> 11/23/2019	11/23/2019	Common Stock	5,595

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Employee Stock Option (Right to Buy)	\$ 8.19	<u>(3)</u>	11/23/2019	Common Stock	294,405
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(3)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(3)</u>	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(3)</u>	02/10/2021	Common Stock	14,286
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(3)</u>	02/10/2021	Common Stock	32,965
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(3)</u>	02/10/2021	Common Stock	30,475
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(3)</u>	02/10/2021	Common Stock	182,250
Restricted Stock Units	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	51,666
Restricted Stock Units	<u>(4)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	75,333
Restricted Stock Units	<u>(4)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	106,888

# 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	X		Chief Executive Officer	

# Signatures

/s/ Michael Post, by Power of Attorney 08/27/2014

\*\*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).
- (1) Shares held directly by the Fallon Family Revocable Trust dated 9/7/94, for which Mr. Fallon serves as trustee.  
Shares held directly by Mr. Fallon as a trustee for his children. Mr. Fallon disclaims beneficial ownership of the shares held in trusts for his children, and this report shall not be deemed an admission that Mr. Fallon is the beneficial owner of the shares held in trusts for his children for purposes of Section 16 or for any other purpose.
  - (2) his children, and this report shall not be deemed an admission that Mr. Fallon is the beneficial owner of the shares held in trusts for his children for purposes of Section 16 or for any other purpose.
  - (3) The option is fully vested.
  - (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Infinera Corporation (the "Company") common stock.
  - (5) The RSUs vest in three annual installments beginning on February 5, 2013.
  - (6) The RSUs vest in three annual installments beginning on February 5, 2014.
  - (7) The RSUs vest in three annual installments beginning on May 5, 2015.
  - (8) This sale was made in connection with Mr. Fallon's Rule 10b5-1 Trading Plan, which was adopted on May 15, 2014.  
This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$9.70 to \$9.76 per share. Upon request by the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, Mr. Fallon will provide full information regarding the number of shares sold at each separate price.

## Remarks:

Exhibit 24.1 - Power of Attorney

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.