

INFINERA CORP  
Form 4  
February 07, 2014

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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 \*  
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)  
02/05/2014

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 Financial 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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/05/2014		A		21,000 (1)	A	\$ 0 125,027 D
Common Stock	02/05/2014		F		7,892	D	\$ 8.23 117,135 D
Common Stock	02/05/2014		M		66,458	A	\$ 0 183,593 D
Common Stock	02/05/2014		F		25,573	D	\$ 8.23 158,020 D

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2					(2) 09/07/2016	Common Stock 2,344
Employee Stock Option (Right to Buy)	\$ 8.19					(2) 11/23/2016	Common Stock 37,500
Employee Stock Option (Right to Buy)	\$ 6.71					(2) 03/02/2019	Common Stock 50,000
Employee Stock Option (Right to Buy)	\$ 7.45					(2) 08/10/2019	Common Stock 33,000
Employee Stock Option (Right to Buy)	\$ 6.9					(3) 06/26/2020	Common Stock 62,226
Employee Stock Option (Right to Buy)	\$ 6.9					(3) 06/26/2020	Common Stock 12,774

Buy)									
Employee Stock Option (Right to Buy)	\$ 8.58				(2)	02/10/2021	Common Stock	16,250	
Employee Stock Option (Right to Buy)	\$ 8.58				(2)	02/10/2021	Common Stock	48,750	
Employee Stock Option (Right to Buy)	\$ 8.58				(4)	02/10/2021	Common Stock	65,000	
Restricted Stock Units	(5)	02/05/2014	M	326	(6)	(6)	Common Stock	326	
Restricted Stock Units	(5)	02/05/2014	M	465	(6)	(6)	Common Stock	465	
Restricted Stock Units	(5)				(7)	(7)	Common Stock	9,375	
Restricted Stock Units	(5)	02/05/2014	M	11,000	(8)	(8)	Common Stock	11,000	
Restricted Stock Units	(5)	02/05/2014	M	21,333	(9)	(9)	Common Stock	21,333	
Restricted Stock Units	(5)	02/05/2014	M	33,334	(10)	(10)	Common Stock	33,334	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brennan Ita M C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			Chief Financial Officer	

## Signatures

Ita M. Brennan

02/07/2014

\*\*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) This includes performance-based restricted stock units granted in 2013 in which the award criteria was satisfied in 2013.
- (2) The option is fully vested.
- (3) The option vests and becomes exercisable in forty-eight monthly installments beginning on June 26, 2010.
- (4) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (6) The RSUs vest in sixteen quarterly installments beginning on March 5, 2010.
- (7) The RSUs vest in four annual installments beginning on July 1, 2011.
- (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.

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.