

INFINERA CORP  
Form 4  
February 07, 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

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response... 0.5

(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  
\_\_X\_\_ Officer (give title below) \_\_\_\_ 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 (Instr. 4)
Common Stock	02/05/2014		A	(A) or (D) Amount 21,000 (1)	\$ 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.

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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 or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2					<u>(2)</u>	09/07/2016	Common Stock	2,344
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(2)</u>	11/23/2016	Common Stock	37,500
Employee Stock Option (Right to Buy)	\$ 6.71					<u>(2)</u>	03/02/2019	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(2)</u>	08/10/2019	Common Stock	33,000
Employee Stock Option (Right to Buy)	\$ 6.9					<u>(3)</u>	06/26/2020	Common Stock	62,226
Employee Stock Option (Right to	\$ 6.9					<u>(3)</u>	06/26/2020	Common Stock	12,774

Buy)

Employee

Stock

Option \$ 8.58

(Right to

Buy)

(2)

02/10/2021

Common  
Stock

16,250

Employee

Stock

Option \$ 8.58

(Right to

Buy)

(2)

02/10/2021

Common  
Stock

48,750

Employee

Stock

Option \$ 8.58

(Right to

Buy)

(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.

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