

INFINERA CORP  
Form 4  
October 29, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
GOLDMAN KENNETH A

(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)  
10/28/2013

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)

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				(A) or (D)	Price
Common Stock	10/28/2013		M			20,000	A	\$ 7.45	57,234	D	
Common Stock	10/28/2013		M			14,500	A	\$ 7.55	71,734	D	
Common Stock	10/28/2013		M			5,500	A	\$ 7.25	77,234	D	
Common Stock	10/28/2013		S <sup>(6)</sup>			40,000	D	\$ 10.0342 <sup>(7)</sup>	37,234	D	
									3,051	I	

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Common Stock						See Footnote <u>(1)</u>
Common Stock		33,722		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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**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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 13					<u>(3)</u>	06/06/2017	Common Stock	12,500
Non-Qualified Stock Option (Right to Buy)	\$ 13.16					<u>(3)</u>	05/13/2018	Common Stock	12,500
Non-Qualified Stock Option (Right to Buy)	\$ 7.45	10/28/2013		M	20,000	<u>(3)</u>	08/10/2019	Common Stock	20,000
Non-Qualified Stock Option (Right to Buy)	\$ 7.55	10/28/2013		M	14,500	<u>(3)</u>	05/19/2020	Common Stock	14,500
Non-Qualified Stock Option (Right to Buy)	\$ 7.25	10/28/2013		M	5,500	<u>(3)</u>	05/18/2021	Common Stock	17,600
Restricted Stock Units	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	13,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN KENNETH A C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X			

## Signatures

/s/ Donica Forensich, by Power of Attorney

10/29/2013

\_\_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 Goldman-Valeriote Family Trust u/a/d 11/15/95 for which the Reporting Person serves as trustee.

(2) Shares held directly by G.V. Partners, L.P. for which the Reporting Person serves as managing member.

(3) The option is fully vested.

(4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.

(5) The RSUs fully vest on May 15, 2014.

(6) This sale was made in connection with the Reporting Person's Rule 10b5-1 Trading Plan, which was adopted on May 30, 2013.

This price represents the weighted average sale price of the shares sold ranging from \$10 to \$10.20 per share. Upon request by the

(7) 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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