

INFINERA CORP  
Form 4  
February 27, 2014

**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 \*  
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)  
02/25/2014

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock					930,719	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 8.19					(3) 11/23/2016	Common Stock 75,000
Employee Stock Option (Right to Buy)	\$ 7.61					(3) 06/06/2017	Common Stock 29,214
Employee Stock Option (Right to Buy)	\$ 7.61					(3) 06/06/2017	Common Stock 101,34
Employee Stock Option (Right to Buy)	\$ 7.11					(3) 02/10/2019	Common Stock 100,00
Employee Stock Option (Right to Buy)	\$ 7.45					(3) 08/10/2019	Common Stock 150,00
Employee Stock Option (Right to Buy)	\$ 8.19					(3) 11/23/2019	Common Stock 5,595
Employee Stock Option (Right to Buy)	\$ 8.19					(3) 11/23/2019	Common Stock 294,40

Buy)

Employee  
Stock

Option \$ 7.61  
(Right to  
Buy)

(3)

02/28/2018

Common  
Stock

2,817

Employee  
Stock

Option \$ 7.61  
(Right to  
Buy)

(3)

02/28/2018

Common  
Stock

81,683

Employee  
Stock

Option \$ 8.58  
(Right to  
Buy)

(3)

02/10/2021

Common  
Stock

14,286

Employee  
Stock

Option \$ 8.58  
(Right to  
Buy)

(3)

02/10/2021

Common  
Stock

32,965

Employee  
Stock

Option \$ 8.58  
(Right to  
Buy)

(3)

02/10/2021

Common  
Stock

30,475

Employee  
Stock

Option \$ 8.58  
(Right to  
Buy)

(3)

02/10/2021

Common  
Stock

182,25

Restricted  
Stock  
Units

(4)

(5)

(5)

Common  
Stock

51,666

Restricted  
Stock  
Units

(4)

(6)

(6)

Common  
Stock

75,333

Restricted  
Stock  
Units

(4)

02/25/2014

A

106,888

(7)

(7)

Common  
Stock

106,88

## 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/ Ita M. Brennan, by Power of  
Attorney

02/27/2014

\_\_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 the Reporting Person serves as trustee.

Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of  
(2) the shares held in trusts for his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held in trusts for his minor 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 INFN 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.

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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