

INFINERA CORP
Form 4
August 23, 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 *
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)
08/22/2013

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)
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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Stock	08/22/2013		S ⁽¹⁰⁾	12,500 D 9.9987	116,036	D	
				(11)			

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)

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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. F	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2					<u>(1)</u> 09/07/2016	Common Stock	2,344	
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(1)</u> 11/23/2016	Common Stock	37,500	
Employee Stock Option (Right to Buy)	\$ 6.71					<u>(1)</u> 03/02/2019	Common Stock	50,000	
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(1)</u> 08/10/2019	Common Stock	33,000	
Employee Stock Option (Right to Buy)	\$ 6.9					<u>(2)</u> 06/26/2020	Common Stock	62,226	
Employee Stock Option (Right to Buy)	\$ 6.9					<u>(2)</u> 06/26/2020	Common Stock	12,774	
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(1)</u> 02/10/2021	Common Stock	16,250	

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) The option is fully vested.
- (2) The option vests and becomes exercisable in forty-eight monthly installments beginning on June 26, 2010.
- (3) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (5) The RSUs vest in sixteen quarterly installments beginning on March 5, 2010.
- (6) The RSUs vest in four annual installments beginning on July 1, 2011.
- (7) The RSUs vest in three annual installments beginning on February 5, 2012.
- (8) The RSUs vest in three annual installments beginning on February 5, 2013.
- (9) The RSUs vest in three annual installments beginning on February 5, 2014.
- (10) 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 \$9.86 to \$10.20 per share. Upon request by the
- (11) 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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