

INFINERA CORP
Form 4
January 02, 2015

FORM 4

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

OMB APPROVAL

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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 *
Welch David F

(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)
12/31/2014

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)
President

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 | | | | 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 | (A) or (D) | | | | Price |
| Common Stock | 12/31/2014 | | M | | 71,250 | A | \$ 0 | 303,967 | I | See Footnote (1) |
| Common Stock | 12/31/2014 | | F | | 37,179 | D | \$ 14.72 | 266,788 | I | See Footnote (1) |
| Common Stock | | | | | | | | 280,000 | I | See Footnote (2) |
| Common | | | | | | | | 319,493 | I | See |

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| | | | | |
|-----------------|---------|---|--|------------------------|
| Stock | | | | Footnote (3) |
| Common Stock | 553,750 | I | | See Footnote (4) |
| Common Stock | 2,500 | I | | See Footnote (5) |
| Common Stock | 14,132 | 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 | | | | | (6) | 08/08/2016 | Common Stock | 50,000 |
| Employee Stock Option (Right to Buy) | \$ 2 | | | | | (6) | 08/08/2016 | Common Stock | 137,500 |
| Employee Stock Option (Right to Buy) | \$ 8.19 | | | | | (6) | 11/23/2016 | Common Stock | 75,000 |
| Employee Stock | \$ 7.61 | | | | | (6) | 06/06/2017 | Common Stock | 29,214 |

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| | | | | | |
|--------------------------------------------------|---------|------------|------------|-----------------|---------|
| Option (Right to Buy) | | | | | |
| Employee Stock Option (Right to Buy) | \$ 7.61 | <u>(6)</u> | 06/06/2017 | Common Stock | 101,342 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | <u>(6)</u> | 02/28/2018 | Common Stock | 2,817 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | <u>(6)</u> | 02/28/2018 | Common Stock | 81,683 |
| Employee Stock Option (Right to Buy) | \$ 7.11 | <u>(6)</u> | 02/10/2019 | Common Stock | 100,000 |
| Employee Stock Option (Right to Buy) | \$ 7.45 | <u>(6)</u> | 08/10/2019 | Common Stock | 150,000 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | <u>(6)</u> | 02/10/2021 | Common Stock | 20,250 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | <u>(6)</u> | 02/10/2021 | Common Stock | 60,750 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | <u>(6)</u> | 02/10/2021 | Common Stock | 39,465 |
| Employee Stock Option | \$ 8.58 | <u>(6)</u> | 02/10/2021 | Common Stock | 41,535 |

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- (8) These RSUs vest in three annual installments beginning on February 5, 2013.
- (9) These RSUs fully vested on December 31, 2014.
- (10) These RSUs vest in three annual installments beginning on February 5, 2014.
- (11) These RSUs vest in four annual installments beginning on August 5, 2014.
- (12) These 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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