INFINERA CORP

Form 4

February 07, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB 3235-0287 Number:

OMB APPROVAL

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Welch David F			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)		(Middle)	INFINERA CORP [INFN] 3. Date of Earliest Transaction	(Check all applicable)		
	C/O INFINERA CORPORATION, 140 CASPIAN		(Month/Day/Year) 02/05/2014	_X Director 10% Owner _X Officer (give title Other (specify below) President		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
SUNNYVALE, CA 94089				Form filed by More than One Reporting		

Common

Stock

02/05/2014

	· · ·						Person		
(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly 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. Securit on(A) or Dis (Instr. 3, 4)	sposed	of (D)	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)
Common Stock							14,132	D	
Common Stock	02/05/2014		A	37,500 (1)	A	\$0	311,603	I	See Footnote (2)
Common Stock	02/05/2014		F	14,093	D	\$ 8.23	297,510	I	See Footnote (2)

59,999 A

\$0

357,509

Ι

M

See

Footnote

Common Stock											
Common Stock Sto										(2)	
Stock Common Stock Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned for SEC 14 (9-0) (9-0) (10 (10 (10 (10 (10 (10 (10 (10 (10 (10		02/05/203	14	F	23,123	D	\$ 8.23 3	34,386	I	Footnote	
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\$ 8.19

75,000

<u>(7)</u>

11/23/2016

Employee Stock Option (Right to Buy)				Common Stock	
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	06/06/2017	Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	06/06/2017	Common Stock	101,342
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 7.11	<u>(7)</u>	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 7.45	<u>(7)</u>	08/10/2019	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(7)</u>	02/10/2021	Common Stock	20,250
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(7)</u>	02/10/2021	Common Stock	60,750
	\$ 8.58	(8)	02/10/2021		39,465

Employee Stock Option (Right to Buy)							Common Stock	
Employee Stock Option (Right to Buy)	\$ 8.58				(8)	02/10/2021	Common Stock	41,535
Restricted Stock Units	<u>(9)</u>	02/05/2014	M	13,666	(10)	(10)	Common Stock	13,666
Restricted Stock Units	(9)	02/05/2014	M	26,333	(11)	<u>(11)</u>	Common Stock	26,333
Restricted Stock Units	<u>(9)</u>				(12)	(12)	Common Stock	71,250
Restricted Stock Units	<u>(9)</u>	02/05/2014	M	20,000	<u>(13)</u>	(13)	Common Stock	20,000
Restricted Stock Units	(9)				(14)	(14)	Common Stock	48,000

Reporting Owners

Reporting Owner Name / Address	Relationships				
•	Director	10% Owner	Officer	Other	
Welch David F					
C/O INFINERA CORPORATION	X		President		
140 CASPIAN COURT	Λ		Fiesidelit		
SUNNYVALE, CA 94089					

Signatures

/s/ Ita M. Brennan, by Power of Attorney 02/07/2014

**Signature of Reporting Person

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.

Date

(2) Shares held directly by the Welch Family Trust dated 4/3/96.

Reporting Owners 4

- (3) Shares held directly by LRFA, LLC of which the Reporting Person is the sole managing member.
- (4) Shares held directly by SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/I dated 9/24/01.
- (5) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.
- Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of
- (6) the shares held in trust 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 trust for his minor children for purposes of Section 16 or for any other purpose.
- (7) The option is fully vested.
- (8) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (9) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (10) The RSUs vest in three annual installments beginning on February 5, 2012.
- (11) The RSUs vest in three annual installments beginning on February 5, 2013.
- (12) The RSUs fully vest on December 31, 2014.
- (13) The RSUs vest in three annual installments beginning on February 5, 2014.
- (14) The RSUs vest in four annual installments beginning on August 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.