

INFINERA CORP  
Form 4  
February 04, 2015

**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)  
02/02/2015

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)
Common Stock				(A) or (D)	730,719	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.19					(2) 11/23/2016	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 8.19					(2) 11/23/2019	11/23/2019	Common Stock	5,595
Employee Stock Option (Right to Buy)	\$ 8.19					(2) 11/23/2019	11/23/2019	Common Stock	294,405
Employee Stock Option (Right to Buy)	\$ 7.61					(2) 02/28/2018	02/28/2018	Common Stock	15,056
Employee Stock Option (Right to Buy)	\$ 8.58					(2) 02/10/2021	02/10/2021	Common Stock	14,286
Employee Stock Option (Right to Buy)	\$ 8.58					(2) 02/10/2021	02/10/2021	Common Stock	32,965
Employee Stock Option (Right to Buy)	\$ 8.58					(2) 02/10/2021	02/10/2021	Common Stock	30,475
Employee Stock	\$ 8.58					(2) 02/10/2021	02/10/2021	Common Stock	182,250

Option  
(Right to  
Buy)

Restricted  
Stock  
Units

(3)

(4)

(4)

Common  
Stock

51,666

Restricted  
Stock  
Units

(3)

(5)

(5)

Common  
Stock

75,333

Restricted  
Stock  
Units

(3)

(6)

(6)

Common  
Stock

106,888

Restricted  
Stock  
Units

(3)

02/02/2015

A

85,000

(7)

(7)

Common  
Stock

85,000

Restricted  
Stock  
Units

(3)

02/02/2015

A

80,166

(8)

(8)

Common  
Stock

80,166

## 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/ Michael Post, by Power of  
Attorney

02/04/2015

\*\*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) These shares are held directly by The Fallon Family Revocable Trust dated 9/7/94, for which Mr. Fallon is a trustee.
- (2) This option is fully-vested.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Infinera Corporation common stock.
- (4) These RSUs vest in three annual installments beginning on February 5, 2013.
- (5) These RSUs vest in three annual installments beginning on February 5, 2014.
- (6) These RSUs vest in three annual installments beginning on May 5, 2015.
- (7) On January 30, 2013, Mr. Fallon was granted a performance-based RSU award at target for 170,000 shares of common stock, subject to the achievement of certain performance criteria. One-third of the shares are eligible to vest in each performance period up to a maximum

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of 150% of target. The performance criteria related to these shares were met at 150% of target for the second performance period, as determined by the administrator per the terms of the original grant, and the common stock issuable with respect to these 85,000 performance-based RSUs will vest on February 5, 2015, subject to Mr. Fallon's continuous status as a service provider through such date.

- On February 25, 2014, Mr. Fallon was granted a performance-based RSU award at target for 160,330 shares of common stock, subject to the achievement of certain performance criteria. One-third of the shares are eligible to vest in each performance period up to a maximum
- (8) of 150% of target. The performance criteria related to these shares were met at 150% of target for the first performance period, as determined by the administrator per the terms of the original grant, and the common stock issuable with respect to these 80,166 performance-based RSUs will vest on February 5, 2015, subject to Mr. Fallon's continuous status as a service provider through such date.

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.