

INFINERA CORP  
Form 4  
February 09, 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 \*  
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)  
02/05/2015

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 |   |        |                  | 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                    | 02/05/2015                           |  | M                   |   | 51,666 | A                | \$ 0  | 782,385  | I   | See Footnote (1) |
| Common Stock                    | 02/05/2015                           |  | F                   |   | 26,960 | D                | \$ 17.05  | 755,425  | I   | See Footnote (1) |
| Common Stock                    | 02/05/2015                           |  | M                   |   | 37,667 | A                | \$ 0  | 793,092  | I   | See Footnote (1) |
| Common                          | 02/05/2015                           |  | F                   |   | 19,655 | D                | \$  | 773,437  | I   | See              |

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|                 |            |  |   |        |       |             |         |                 |                        |
|-----------------|------------|--|---|--------|-------|-------------|---------|-----------------|------------------------|
| Stock           |            |  |   |        | 17.05 |             |         | Footnote<br>(1) |                        |
| Common<br>Stock | 02/05/2015 |  | M | 85,000 | A     | \$ 0        | 858,437 | I               | See<br>Footnote<br>(1) |
| Common<br>Stock | 02/05/2015 |  | F | 44,354 | D     | \$<br>17.05 | 814,083 | I               | See<br>Footnote<br>(1) |
| Common<br>Stock | 02/05/2015 |  | M | 80,166 | A     | \$ 0        | 894,249 | I               | See<br>Footnote<br>(1) |
| Common<br>Stock | 02/05/2015 |  | F | 41,831 | D     | \$<br>17.05 | 852,418 | I               | See<br>Footnote<br>(1) |

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)       | \$ 8.19  |                                      |  |                                |   | (2)  | 11/23/2016  | Common Stock | 75,000                     |
| Employee Stock Option (Right to Buy)       | \$ 8.19  |                                      |  |                                |   | (2)  | 11/23/2019  | Common Stock | 5,595                      |
| Employee Stock Option                      | \$ 8.19  |                                      |  |                                |   | (2)  | 11/23/2019  | Common Stock | 294,405                    |

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|                                      |         |            |   |        |     |            |              |         |  |
|--------------------------------------|---------|------------|---|--------|-----|------------|--------------|---------|--|
| (Right to Buy)                       |         |            |   |        |     |            |              |         |  |
| Employee Stock Option (Right to Buy) | \$ 7.61 |            |   |        | (2) | 02/28/2018 | Common Stock | 15,056  |  |
| Employee Stock Option (Right to Buy) | \$ 8.58 |            |   |        | (2) | 02/10/2021 | Common Stock | 14,286  |  |
| Employee Stock Option (Right to Buy) | \$ 8.58 |            |   |        | (2) | 02/10/2021 | Common Stock | 32,965  |  |
| Employee Stock Option (Right to Buy) | \$ 8.58 |            |   |        | (2) | 02/10/2021 | Common Stock | 30,475  |  |
| Employee Stock Option (Right to Buy) | \$ 8.58 |            |   |        | (2) | 02/10/2021 | Common Stock | 182,250 |  |
| Restricted Stock Units               | (3)     | 02/05/2015 | M | 51,666 | (4) | (4)        | Common Stock | 51,666  |  |
| Restricted Stock Units               | (3)     | 02/05/2015 | M | 37,667 | (5) | (5)        | Common Stock | 75,333  |  |
| Restricted Stock Units               | (3)     |            |   |        | (6) | (6)        | Common Stock | 106,888 |  |
| Restricted Stock Units               | (3)     | 02/05/2015 | M | 85,000 | (7) | (7)        | Common Stock | 85,000  |  |
| Restricted Stock Units               | (3)     | 02/05/2015 | M | 80,166 | (8) | (8)        | Common Stock | 80,166  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Fallon Thomas J<br>C/O INFINERA CORPORATION<br>140 CASPIAN COURT<br>SUNNYVALE, CA 94089 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Michael Post, by Power of  
Attorney

02/09/2015

\_\_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) This includes 85,000 shares granted pursuant to a performance-based RSU award, which vested and released to Mr. Fallon effective February 5, 2015.
- (8) This includes 80,166 shares granted pursuant to a performance-based RSU award, which vested and released to Mr. Fallon effective February 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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