

INFINERA CORP  
Form 4  
May 07, 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)  
05/05/2015

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 (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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	05/05/2015		M	35,630	A	\$ 0	838,048	I	See Footnote (1)
Common Stock	05/05/2015		F	18,592	D	\$ 18.01	819,456	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)

number.

**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					<u>(2)</u>	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(2)</u>	11/23/2019	Common Stock	5,595
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(2)</u>	11/23/2019	Common Stock	159,461
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(2)</u>	02/10/2021	Common Stock	14,286
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(2)</u>	02/10/2021	Common Stock	32,965
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(2)</u>	02/10/2021	Common Stock	30,475
Employee Stock Option	\$ 8.58					<u>(2)</u>	02/10/2021	Common Stock	182,250

(Right to Buy)

Restricted Stock Units

(3)

(4)

(4)

Common Stock

37,666

Restricted Stock Units

(3)

05/05/2015

M

35,630

(5)

(5)

Common Stock

106,888

Restricted Stock Units

(3)

(6)

(6)

Common Stock

55,240

## 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

05/07/2015

\_\_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, 2014.
- (5) These RSUs vest in three annual installments beginning on May 5, 2015.
- (6) These RSUs vest in three annual installments beginning on May 5, 2016.

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.