

INFINERA CORP
Form 4
May 18, 2012

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCARTHY MICHAEL O III

(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)
05/17/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify below)

Chief Legal & Admin Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock	05/17/2012		M	1,319	(A) or (D) A \$ 1.84	44,851 ⁽¹⁴⁾	D

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

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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)		8. D S (	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.84	05/17/2012		M		1,319		<u>(1)</u>	05/15/2013	Common Stock	1,319
Employee Stock Option (Right to Buy)	\$ 1.32							<u>(2)</u>	11/28/2015	Common Stock	7,996
Employee Stock Option (Right to Buy)	\$ 2							<u>(3)</u>	08/08/2016	Common Stock	8,703
Employee Stock Option (Right to Buy)	\$ 2							<u>(3)</u>	08/08/2016	Common Stock	11,805
Employee Stock Option (Right to Buy)	\$ 7.11							<u>(4)</u>	02/10/2019	Common Stock	45,309
Employee Stock Option (Right to Buy)	\$ 7.45							<u>(5)</u>	08/10/2019	Common Stock	51,040
Employee Stock Option (Right to Buy)	\$ 8.19							<u>(6)</u>	11/23/2016	Common Stock	56,250

Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	06/06/2017	Common Stock	25,642
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	06/06/2017	Common Stock	29,355
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(8)</u>	02/28/2018	Common Stock	2,886
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(8)</u>	02/28/2018	Common Stock	59,780
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(9)</u>	02/10/2021	Common Stock	38,577
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(9)</u>	02/10/2021	Common Stock	26,423
Restricted Stock Units	<u>(10)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	22,000
Restricted Stock Units	<u>(10)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	64,000
Restricted Stock Units	<u>(10)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	47,500

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Chief Legal & Admin Officer

MCCARTHY MICHAEL O III
C/O INFINERA CORPORATION
140 CASPIAN COURT
SUNNYVALE, CA 94089

Signatures

/s/ Michael O.
McCarthy III

05/18/2012

__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) The option fully vested on May 5, 2007.
- (2) The option fully vested on July 26, 2009.
- (3) The option fully vested on June 28, 2010.
- (4) The option fully vested on February 10, 2011.
- (5) The option fully vested on August 10, 2011.
- (6) The option vests and becomes exercisable in thirty-six monthly installments beginning on November 23, 2009.
- (7) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 5, 2010.
- (8) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (9) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (10) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (11) The RSUs vest in three annual installments beginning on February 5, 2012.
- (12) The RSUs vest in three annual installments beginning on February 5, 2013.
- (13) The RSUs vest as to 100% on December 31, 2014.
- (14) Includes 3,000 shares acquired under the Company's 2007 Employee Stock Purchase Plan on February 15, 2012.

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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