

Brennan Ita M
Form 4
October 02, 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 *
Brennan Ita M

(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)
10/01/2012

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) below)

Chief Financial 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/01/2012		M		1,760	A	\$ 0
							77,663
Common Stock	10/01/2012		F		646	D	\$ 5.48
							77,017
							D

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

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SEC 1474
(9-02)

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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)	\$ 2					<u>(1)</u>	09/07/2016	Common Stock	3,125
Employee Stock Option (Right to Buy)	\$ 2					<u>(1)</u>	09/07/2016	Common Stock	2,344
Employee Stock Option (Right to Buy)	\$ 6.71					<u>(1)</u>	03/02/2019	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(1)</u>	08/10/2019	Common Stock	33,000
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(2)</u>	11/23/2016	Common Stock	37,500
Employee Stock Option (Right to Buy)	\$ 6.9					<u>(3)</u>	06/26/2020	Common Stock	62,226
Employee Stock Option	\$ 6.9					<u>(3)</u>	06/26/2020	Common Stock	12,774

(Right to
Buy)Employee
Stock

Option \$ 8.58

(Right to
Buy)(4)

02/10/2021

Common
Stock

65,000

Employee
Stock

Option \$ 8.58

(Right to
Buy)(1)

02/10/2021

Common
Stock

16,250

Restricted
Stock
Units(5)

10/01/2012

M

1,760

(6)(6)Common
Stock

0

Restricted
Stock
Units(5)(7)(7)Common
Stock

1,350

Restricted
Stock
Units(5)(8)(8)Common
Stock

1,952

Restricted
Stock
Units(5)(8)(8)Common
Stock

1,430

Restricted
Stock
Units(5)(8)(8)Common
Stock

2,787

Restricted
Stock
Units(5)(9)(9)Common
Stock

18,750

Restricted
Stock
Units(5)(10)(10)Common
Stock

22,000

Restricted
Stock
Units(5)(11)(11)Common
Stock

64,000

Reporting Owners

Reporting Owner Name / Address**Relationships**

Director

10% Owner

Officer

Other

Brennan Ita M
C/O INFINERA CORPORATION
140 CASPIAN COURT

Chief Financial Officer

SUNNYVALE, CA 94089

Signatures

/s/ Michael O. McCarthy III, by Power of
Attorney

10/02/2012

__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 is fully vested.
- (2) The option vests and becomes exercisable in thirty-six monthly installments beginning on November 23, 2009.
- (3) The option vests and becomes exercisable in forty-eight monthly installments beginning on June 26, 2010.
- (4) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (6) The RSUs vest in five annual installments beginning on October 1, 2007.
- (7) The RSUs vest in five annual installments beginning on April 1, 2008.
- (8) The RSUs vest in sixteen quarterly installments beginning on March 5, 2010.
- (9) The RSUs vest in four annual installments beginning on July 1, 2011.
- (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.

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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