

Brennan Ita M
Form 4
March 08, 2013

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)
03/07/2013

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 Ownership (Instr. 4)
			Code	V	Amount (11)	(A) or (D)	Price
Common Stock	03/07/2013		A		13,000	A	\$ 0
Common Stock	03/07/2013		F		4,886	D	\$ 7.13

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
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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)		8. F Der Sec (Ins
				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)	\$ 8.19					<u>(1)</u>	11/23/2016	Common Stock	37,500	
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)	\$ 6.9					<u>(2)</u>	06/26/2020	Common Stock	62,226	
Employee Stock	\$ 6.9					<u>(2)</u>	06/26/2020	Common Stock	12,774	

Option (Right to Buy)						
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(1)</u>	02/10/2021	Common Stock	16,250	
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(1)</u>	02/10/2021	Common Stock	48,750	
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(3)</u>	02/10/2021	Common Stock	65,000	
Restricted Stock Units	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	1,350	
Restricted Stock Units	<u>(4)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	1,302	
Restricted Stock Units	<u>(4)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	1,858	
Restricted Stock Units	<u>(4)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	18,750	
Restricted Stock Units	<u>(4)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	11,000	
Restricted Stock Units	<u>(4)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	42,666	
Restricted Stock Units	<u>(4)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	100,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Brennan Ita M
C/O INFINERA CORPORATION
140 CASPIAN COURT
SUNNYVALE, CA 94089

Chief Financial Officer

Signatures

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

03/08/2013

__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 forty-eight monthly installments beginning on June 26, 2010.
- (3) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (5) The RSUs vest in five annual installments beginning on April 1, 2008.
- (6) The RSUs vest in sixteen quarterly installments beginning on March 5, 2010.
- (7) The RSUs vest in four annual installments beginning on July 1, 2011.
- (8) The RSUs vest in three annual installments beginning on February 5, 2012.
- (9) The RSUs vest in three annual installments beginning on February 5, 2013.
- (10) The RSUs vest in three annual installments beginning on February 5, 2014.
- (11) This includes performance-based RSUs granted in 2012 in which the award criteria was satisfied in 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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