Brennan Ita M
Form 4
April 02, 2013

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

**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

| | |
|---|---|
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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)
04/01/2013

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)
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 | 04/01/2013 | | M | | 1,350 | A | $ 0 | 119,084 | D | |
| Common Stock | 04/01/2013 | | F | | 508 | D | $ 6.62 | 118,576 | 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)

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

| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Buy) | | | | | | | | |
| Employee Stock Option (Right to Buy) | $ 8.58 | | | | (1) | 02/10/2021 | Common Stock | 16,250 |
| Employee Stock Option (Right to Buy) | $ 8.58 | | | | (1) | 02/10/2021 | Common Stock | 48,750 |
| Employee Stock Option (Right to Buy) | $ 8.58 | | | | (3) | 02/10/2021 | Common Stock | 65,000 |
| Restricted Stock Units | (4) | 04/01/2013 | M | 1,350 | (5) | (5) | Common Stock | 0 |
| Restricted Stock Units | (4) | | | | (6) | (6) | Common Stock | 1,302 |
| Restricted Stock Units | (4) | | | | (6) | (6) | Common Stock | 1,858 |
| Restricted Stock Units | (4) | | | | (7) | (7) | Common Stock | 18,750 |
| Restricted Stock Units | (4) | | | | (8) | (8) | Common Stock | 11,000 |
| Restricted Stock Units | (4) | | | | (9) | (9) | Common Stock | 42,666 |
| Restricted Stock Units | (4) | | | | (10) | (10) | Common Stock | 100,000 |

# Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---|---|---|---|
| | Director | 10% Owner | Officer | Other |
| Brennan Ita M<br>C/O INFINERA CORPORATION | | | Chief Financial Officer | |

140 CASPIAN COURT
SUNNYVALE, CA 94089

# Signatures

| | |
|---|---|
| /s/ Michael O. McCarthy III, by Power of Attorney | 04/02/2013 |
| **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.

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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