

INFINERA CORP
Form 4
February 26, 2014

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 *
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)
02/24/2014

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 Financial 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/24/2014		S		10,100	D	\$ 8.5
Common Stock	02/25/2014		S		10,000	D	\$ 8.505 (1)
Common Stock	02/26/2014		S		9,900	D	\$ 8.5099 (2)

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)	8. Price or Amount of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.19					(3) 11/23/2016		Common Stock	37,500
Employee Stock Option (Right to Buy)	\$ 7.45					(3) 08/10/2019		Common Stock	33,000
Employee Stock Option (Right to Buy)	\$ 6.9					(4) 06/26/2020		Common Stock	7,813
Employee Stock Option (Right to Buy)	\$ 8.58					(3) 02/10/2021		Common Stock	16,250
Employee Stock Option (Right to Buy)	\$ 8.58					(3) 02/10/2021		Common Stock	48,750
Employee Stock Option	\$ 8.58					(3) 02/10/2021		Common Stock	65,000

(Right to Buy)

Restricted Stock Units	(5)	(6)	(6)	Common Stock	9,375
Restricted Stock Units	(5)	(7)	(7)	Common Stock	21,333
Restricted Stock Units	(5)	(8)	(8)	Common Stock	66,666

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/ Ita M.
Brennan

02/26/2014

**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).

- This price represents the weighted average sale price of the shares sold ranging from \$8.50 to \$8.51 per share. Upon request by the
- (1) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- This price represents the weighted average sale price of the shares sold ranging from \$8.50 to \$8.525 per share. Upon request by the
- (2) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
 - (3) The option is fully vested.
 - (4) The option vests and becomes exercisable in forty-eight monthly installments beginning on June 26, 2010.
 - (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
 - (6) The RSUs vest in four annual installments beginning on July 1, 2011.
 - (7) The RSUs vest in three annual installments beginning on February 5, 2013.
 - (8) 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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