INFINERA CORP
Form 4
February 09, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fallon Thomas J

(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)
02/05/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Executive 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	02/05/2015		M		51,666	A	$ 0	782,385	I	See Footnote (1)
Common Stock	02/05/2015		F		26,960	D	$ 17.05	755,425	I	See Footnote (1)
Common Stock	02/05/2015		M		37,667	A	$ 0	793,092	I	See Footnote (1)
Common	02/05/2015		F		19,655	D	$	773,437	I	See

Stock							17.05			Footnote (1)
Common Stock	02/05/2015		M		85,000	A	$ 0	858,437	I	See Footnote (1)
Common Stock	02/05/2015		F		44,354	D	$ 17.05	814,083	I	See Footnote (1)
Common Stock	02/05/2015		M		80,166	A	$ 0	894,249	I	See Footnote (1)
Common Stock	02/05/2015		F		41,831	D	$ 17.05	852,418	I	See Footnote (1)

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

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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)	$ 8.19							(2)	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	$ 8.19							(2)	11/23/2019	Common Stock	5,595
Employee Stock Option	$ 8.19							(2)	11/23/2019	Common Stock	294,405

(Right to Buy)								
Employee Stock Option (Right to Buy)	$ 7.61				(2)	02/28/2018	Common Stock	15,056
Employee Stock Option (Right to Buy)	$ 8.58				(2)	02/10/2021	Common Stock	14,286
Employee Stock Option (Right to Buy)	$ 8.58				(2)	02/10/2021	Common Stock	32,965
Employee Stock Option (Right to Buy)	$ 8.58				(2)	02/10/2021	Common Stock	30,475
Employee Stock Option (Right to Buy)	$ 8.58				(2)	02/10/2021	Common Stock	182,250
Restricted Stock Units	(3)	02/05/2015	M	51,666	(4)	(4)	Common Stock	51,666
Restricted Stock Units	(3)	02/05/2015	M	37,667	(5)	(5)	Common Stock	75,333
Restricted Stock Units	(3)				(6)	(6)	Common Stock	106,888
Restricted Stock Units	(3)	02/05/2015	M	85,000	(7)	(7)	Common Stock	85,000
Restricted Stock Units	(3)	02/05/2015	M	80,166	(8)	(8)	Common Stock	80,166

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fallon Thomas J C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X		Chief Executive Officer	

Signatures

/s/ Michael Post, by Power of Attorney	02/09/2015
**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) These shares are held directly by The Fallon Family Revocable Trust dated 9/7/94, for which Mr. Fallon is a trustee.

(2) This option is fully-vested.

(3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of Infinera Corporation common stock.

(4) These RSUs vest in three annual installments beginning on February 5, 2013.

(5) These RSUs vest in three annual installments beginning on February 5, 2014.

(6) These RSUs vest in three annual installments beginning on May 5, 2015.

(7) This includes 85,000 shares granted pursuant to a performance-based RSU award, which vested and released to Mr. Fallon effective February 5, 2015.

(8) This includes 80,166 shares granted pursuant to a performance-based RSU award, which vested and released to Mr. Fallon effective February 5, 2015.

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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