

INFINERA CORP
Form 4
February 07, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
MCCARTHY MICHAEL O III

(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)
02/05/2013

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 Legal & Admin 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 Ownership (Instr. 4)
				Code V	Amount	(A) or (D)	Price
Common Stock	02/05/2013		M		32,334	A	\$ 0
Common Stock	02/05/2013		F		11,232	D	\$ 7.51
							105,451
							94,219

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)	\$ 1.32					<u>(1)</u> 11/28/2015	Common Stock 7,996
Employee Stock Option (Right to Buy)	\$ 2					<u>(1)</u> 08/08/2016	Common Stock 11,805
Employee Stock Option (Right to Buy)	\$ 7.11					<u>(1)</u> 02/10/2019	Common Stock 45,309
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(1)</u> 08/10/2019	Common Stock 51,040
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(1)</u> 11/23/2016	Common Stock 56,250
Employee Stock Option (Right to Buy)	\$ 7.61					<u>(1)</u> 06/06/2017	Common Stock 25,642
Employee Stock Option (Right to Buy)	\$ 7.61					<u>(1)</u> 06/06/2017	Common Stock 29,355

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Buy)									
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(2)</u>	02/28/2018	Common Stock	2,886	
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(2)</u>	02/28/2018	Common Stock	59,780	
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	38,577	
Employee Stock Option (Right to Buy)	\$ 8.58				<u>(3)</u>	02/10/2021	Common Stock	26,423	
Restricted Stock Units	<u>(4)</u>	02/05/2013	M	11,000	<u>(5)</u>	<u>(5)</u>	Common Stock	11,000	
Restricted Stock Units	<u>(4)</u>	02/05/2013	M	21,334	<u>(6)</u>	<u>(6)</u>	Common Stock	42,666	
Restricted Stock Units	<u>(4)</u>				<u>(7)</u>	<u>(7)</u>	Common Stock	47,500	
Restricted Stock Units	<u>(4)</u>				<u>(8)</u>	<u>(8)</u>	Common Stock	42,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTHY MICHAEL O III C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			Chief Legal & Admin Officer	

Signatures

/s/ Michael O.
McCarthy III

02/07/2013

__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 February 5, 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 three annual installments beginning on February 5, 2012.
 - (6) The RSUs vest in three annual installments beginning on February 5, 2013.
 - (7) The RSUs vest as to 100% on December 31, 2014.
 - (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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.