Fallon Thomas J Form 4 April 05, 2011

# 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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

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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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Fallon Thomas J Issuer Symbol INFINERA CORP [INFN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify C/O INFINERA 02/10/2011 below) CORPORATION, 169 JAVA President and CEO **DRIVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Applicable Line) Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting SUNNYVALE, CA 94089

(City)	(State) (	Zip) Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	of, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2. Transaction Date 2A. Deemed Month/Day/Year) Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			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	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	04/01/2011		M	75,000	A	\$0	75,000	D	
Common Stock	04/01/2011		F	35,688	D	\$ 8.27	0 (1)	D	
Common Stock							568,051 (2)	I	See Footnote (3)
Common Stock							20,570	I	See Footnote

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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 actionDerivative Securities Acquired (A) or 8) Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amor Underlying Secur (Instr. 3 and 4)	
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nu Sha
Restricted Stock Units	<u>(5)</u>	04/01/2011		M		75,000	<u>(6)</u>	<u>(6)</u>	Common Stock	7:
Restricted Stock Units	<u>(5)</u>	02/10/2011		A	142,000		<u>(7)</u>	<u>(7)</u>	Common Stock	14
Employee Stock Option (Right to Buy)	\$ 8.58	02/10/2011		A	243,000		<u>(8)</u>	02/10/2021	Common Stock	24

# **Reporting Owners**

Reporting Owner Name / Address		Re	elationships	
	D:	1007 0	Off:	041

Director 10% Owner Officer Other

President and CEO

Fallon Thomas J

C/O INFINERA CORPORATION

169 JAVA DRIVE

SUNNYVALE, CA 94089

## **Signatures**

/s/ Michael O. McCarthy III by Power of Attorney 04/05/2011

\*\*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)** 

Reporting Owners 2

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Excludes 39,312 shares previously held directly by the Reporting Person which were re-registered on April 1, 2011 and are now held directly by the Fallon Family Revocable Trust dated 9/7/94 for which the Reporting Person serves as trustee (the "Fallon Family Trust").

- (2) Includes 39,312 shares previously held directly by the Reporting Person which were re-registered on April 1, 2011 and are now held directly by the Fallon Family Trust.
- (3) Shares held directly by the Fallon Family Trust.
- Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of
- (4) the shares held in trusts for his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held in trusts for his minor children for purposes of Section 16 or for any other purpose.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (6) The RSUs fully vested on April 1, 2011.
- (7) The RSUs vest in three equal annual installments beginning on February 5, 2012.
- (8) This option vests and becomes exercisable in 36 equal monthly installments commencing on the date of grant.

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.