

INFINERA CORP

Form 4

March 08, 2013

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(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)  
**03/07/2013**

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 \_\_\_\_ Other (specify  
below) below)

Chief Legal &amp; Admin 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)
Common Stock	03/07/2013		A	Amount 13,000 (9)	(A) or (D) A \$ 0 110,219	D	
Common Stock	03/07/2013		F	4,720	D \$ 7.13 105,499 (10)	D	

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

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
displays a currently valid OMB control  
number.**

SEC 1474  
(9-02)

Edgar Filing: INFINERA CORP - Form 4

**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 Value 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	\$ 7.61							<u>(1)</u>	06/06/2017	Common Stock	29,355

Option (Right to 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>	<u>(5)</u>	<u>(5)</u>	Common Stock	11,000	
Restricted Stock Units	<u>(4)</u>	<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

03/08/2013

\_\_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.
  - (9) This includes performance-based RSUs granted in 2012 in which the award criteria was satisfied in 2013.
  - (10) This includes 3,000 shares acquired under the Company's 2007 Employee Stock Purchase Plan on February 15, 2013.

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.