

INFINERA CORP
Form 4
September 10, 2014

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Kambiz Hooshmand

(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)
09/08/2014

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)

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	09/08/2014		M		14,500	A	\$ 7.55
					49,734		
Common Stock	09/08/2014		S ⁽⁵⁾		14,500	D	\$ 10.75
					35,234		
Common Stock					13,333	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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Non-Qualified Stock Option (Right to Buy)	\$ 9.24					(2) 12/15/2019	Common Stock 100
Non-Qualified Stock Option (Right to Buy)	\$ 7.55	09/08/2014		M	14,500	(2) 05/19/2020	Common Stock 14,
Restricted Stock Units	(3)					(4) (4)	Common Stock 19,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kambiz Hooshmand
C/O INFINERA CORPORATION
140 CASPIAN COURT
SUNNYVALE, CA 94089

X

Signatures

/s/ Brad Feller, by Power of Attorney

09/10/2014

**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).

(1) These shares are held directly by Mr. Hooshmand and Farinaz Attarzadeh, as trustees of The 2002 Hooshmand Family Trust March 1, 2002.

(2) This option is fully-vested.

(3)

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

- (4) These RSUs fully vest on the earlier of the date of the Company's next annual meeting of stockholders or the one-year anniversary of the date of grant, subject to Mr. Hooshmand's continued service to the Company.
- (5) This sale was made in connection with Mr. Hooshmand's Rule 10b5-1 Trading Plan, which was adopted on August 30, 2013.

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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