INFINERA CORP Form 4 October 29, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per

response... 0.5

10% Owner

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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(b).

(Last)

(City)

1. Name and Address of Reporting Person * REDFIELD CARL

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

INFINERA CORP [INFN] 3. Date of Earliest Transaction

(Check all applicable)

C/O INFINERA CORPORATION, 140 CASPIAN

COURT

(Street)

(State)

Other (specify Officer (give title

X_ Director

(Middle)

(Zip)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

(Month/Day/Year)

10/27/2014

X Form filed by One Reporting Person Form filed by More than One Reporting

SUNNYVALE, CA 94089

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secui	rities Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit or Dispos (Instr. 3, 4	ed of (` ′	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	10/27/2014		S(1)	50,000	D	\$ 13.5556 (2)	29,439	I	See Footnote (3)
Common Stock							39,562	D	

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (Right to Buy)	\$ 13					<u>(4)</u>	06/06/2017	Common Stock	12,500
Non-Qualified Stock Option (Right to Buy)	\$ 13.16					<u>(4)</u>	05/13/2018	Common Stock	12,500
Non-Qualified Stock Option (Right to Buy)	\$ 7.45					<u>(4)</u>	08/10/2019	Common Stock	100,000
Non-Qualified Stock Option (Right to Buy)	\$ 7.55					<u>(4)</u>	05/19/2020	Common Stock	14,500
Non-Qualified Stock Option (Right to Buy)	\$ 7.25					<u>(4)</u>	05/18/2021	Common Stock	17,600
Restricted Stock Units	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	19,009

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
REDFIELD CARL C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X						
Signatures							
/s/ Michael Post, by Power of Attorney		10/29/2014					
**Signature of Reporting Person		Date					

Reporting Owners 2

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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) This sale was made in connection with Mr. Redfield's Rule 10b5-1 Trading Plan, which was adopted on May 28, 2014.
 - This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$13.34 to \$13.84
- (2) per share. Upon request by the staff of the Securities and Exchange Commission, Infinera Corporation (the "Company") or a security holder of the Company, Mr. Redfield will provide full information regarding the number of shares sold at each separate price.
- (3) These shares held directly by The Carl Redfield Trust 2000 dated 10/18/00, for which Mr. Redfield serves as trustee.
- (4) This option is fully vested.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of the Company.
- (6) The 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. Redfield's continued service to the Company.

Remarks:

Exhibit 24.1 - Power of Attorney

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.