INFINERA CORP
Form 4
August 23, 2013

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Fallon Thomas J

(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)
08/22/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ Officer (give title below)
CEO
_____ 10% Owner
_____ Other (specify below)

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/22/2013		S(13)		50,000	D	$ 9.9545 (14)	907,546 (15)	I	See Footnote (1)
Common Stock								0 (16)	I	See Footnote (2)
Common Stock								0 (17)	I	See Footnote (3)
Common								43,614 (18)	I	See

Stock												Footnote (4)

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 Securities (Instr. 3 and 4)		8. P Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 8.19							(5)	11/23/2016	Common Stock	75,000	
Employee Stock Option (Right to Buy)	$ 7.61							(5)	06/06/2017	Common Stock	29,214	
Employee Stock Option (Right to Buy)	$ 7.61							(5)	06/06/2017	Common Stock	101,342	
Employee Stock Option (Right to Buy)	$ 7.11							(5)	02/10/2019	Common Stock	100,000	
Employee Stock Option (Right to	$ 7.45							(5)	08/10/2019	Common Stock	150,000	

Buy)						
Employee Stock Option (Right to Buy)	$ 8.19		(6)	11/23/2019	Common Stock	5,595
Employee Stock Option (Right to Buy)	$ 8.19		(6)	11/23/2019	Common Stock	294,405
Employee Stock Option (Right to Buy)	$ 7.61		(7)	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	$ 7.61		(7)	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	$ 8.58		(8)	02/10/2021	Common Stock	41,279
Employee Stock Option (Right to Buy)	$ 8.58		(8)	02/10/2021	Common Stock	201,721
Employee Stock Option (Right to Buy)	$ 8.58		(5)	02/10/2021	Common Stock	60,750
Employee Stock Option (Right to Buy)	$ 8.58		(5)	02/10/2021	Common Stock	182,250
Restricted Stock Units	(9)		(10)	(10)	Common Stock	47,333
Restricted Stock	(9)		(11)	(11)	Common Stock	103,333

Units						
Restricted Stock Units	(9)		(12)	(12)	Common Stock	113,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fallon Thomas J C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			CEO	

Signatures

/s/ Donica Forensich, by Power of Attorney	08/23/2013
**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) Shares held directly by the Fallon Family Revocable Trust dated 9/7/94 for which the Reporting Person serves as trustee.

(2) Shares held directly by Thomas J. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011 for which the Reporting Person serves as trustee.

(3) Shares held directly by Shannon F. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011 for which the Reporting Person serves as trustee.

(4) Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of 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) The option is fully vested.

(6) The option vests and becomes exercisable in forty-eight monthly installments beginning on November 23, 2009.

(7) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.

(8) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.

(9) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.

(10) The RSUs vest in three annual installments beginning on February 5, 2012.

(11) The RSUs vest in three annual installments beginning on February 5, 2013.

(12) The RSUs vest in three annual installments beginning on February 5, 2014.

(13) This sale was made in connection with the Reporting Person's Rule 10b5-1 Trading Plan, which was adopted on May 29, 2013.

(14) This price represents the weighted average sale price of the shares sold ranging from $9.86 to $10.15 per share. Upon request by the Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

(15) Includes 89,150 shares previously held directly by Thomas J. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011 and 89,150 shares previously held directly by Shannon F. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011, which were re-registered on August 1, 2013 and are now held directly by the Fallon Family Trust.

(16) Excludes 89,150 shares previously held directly by Thomas J. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011, which were re-registered on August 1, 2013 and are now held directly by the Fallon Family Trust. Also excludes 11,522 shares previously held by Thomas J. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011, which were re-registered on August 1, 2013 and are now held by the trusts of the Reporting Person's minor children.

(17) Excludes 89,150 shares previously held directly by Shannon F. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011, which were re-registered on August 1, 2013 and are now held directly by the Fallon Family Trust. Also excludes 11,522 shares previously held by Shannon F. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011, which were re-registered on August 1, 2013 and are now held by the trusts of the Reporting Person's minor children.

(18) Includes 11,522 shares previously held directly by Thomas J. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011 and 11,522 shares previously held directly by Shannon F. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011, which were re-registered on August 1, 2013 and are now held directly by the trusts of the Reporting Person's minor children.

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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