INFINERA CORP
Form 4
October 09, 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 *
Welch David F

(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)
10/08/2013

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)
_____ 10% Owner
_____ Other (specify below)
President

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								14,132	D	
Common Stock	10/08/2013		S[15]		30,000	D	$ 11.3916 [16]	919,493	I	See Footnote [1]
Common Stock								240,296	I	See Footnote [2]
Common Stock								553,750	I	See Footnote

				(3)
Common Stock	500,000	I	See Footnote (4)	
Common Stock	2,500	I	See Footnote (5)	

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. D Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 2							(6)	08/08/2016	Common Stock	50,000	
Employee Stock Option (Right to Buy)	$ 2							(6)	08/08/2016	Common Stock	137,500	
Employee Stock Option (Right to Buy)	$ 8.19							(6)	11/23/2016	Common Stock	75,000	
Employee Stock Option	$ 7.61							(6)	06/06/2017	Common Stock	29,214	

(Right to Buy)						
Employee Stock Option (Right to Buy)	$ 7.61		(6)	06/06/2017	Common Stock	101,342
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)	$ 7.11		(6)	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	$ 7.45		(6)	08/10/2019	Common Stock	150,000
Employee Stock Option (Right to Buy)	$ 8.58		(6)	02/10/2021	Common Stock	20,250
Employee Stock Option (Right to Buy)	$ 8.58		(6)	02/10/2021	Common Stock	60,750
Employee Stock Option (Right to Buy)	$ 8.58		(8)	02/10/2021	Common Stock	39,465
Employee Stock Option (Right to	$ 8.58		(8)	02/10/2021	Common Stock	41,535

Buy)						
Restricted Stock Units	(9)		(10)	(10)	Common Stock	13,666
Restricted Stock Units	(9)		(11)	(11)	Common Stock	52,666
Restricted Stock Units	(9)		(12)	(12)	Common Stock	128,250
Restricted Stock Units	(9)		(13)	(13)	Common Stock	60,000
Restricted Stock Units	(9)		(14)	(14)	Common Stock	48,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch David F C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			President	

Signatures

/s/ Donica Forensich, by Power of Attorney	10/09/2013
**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 LRFA, LLC of which the Reporting Person is the sole managing member.

(2) Shares held directly by the Welch Family Trust dated 4/3/96 (the "Welch Family Trust").

(3) Shares held directly by SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/I dated 9/24/01.

(4) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.

(5) 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 trust 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 trust for his minor children for purposes of Section 16 or for any other purpose.

(6) The option is fully vested.

(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 as to 57,000 of the RSUs on December 31, 2013 and 71,250 of the RSUs on December 31, 2014.

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

(14) The RSUs vest in four annual installments beginning on August 5, 2014.

(15) This sale was made in connection with the Reporting Person's Rule 10b5-1 Trading Plan, which was adopted on May 24, 2013.

(16) This price represents the weighted average sale price of the shares sold ranging from $11.13 to $11.52 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.

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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