

INFINERA CORP  
Form 4  
October 29, 2014

**FORM 4**

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

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).

**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 \*  
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)  
10/27/2014

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)  
Chief Executive Officer

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price                             |
| Common Stock                    | 10/27/2014                           |  | M                              |   | 100,000   | A  | \$ 7.45                           |
| Common Stock                    | 10/27/2014                           |  | M                              |   | 29,214  | A  | \$ 7.61                           |
| Common Stock                    | 10/27/2014                           |  | M                              |   | 20,786  | A  | \$ 7.61                           |
| Common Stock                    | 10/27/2014                           |  | S <sup>(11)</sup>              |   | 150,000   | D  | \$ 13.5564                        |
|                                 |                                      |  |                                |   |   |  | <sup>(12)</sup>                   |
|                                 | 10/27/2014                           |  | S <sup>(13)</sup>              |   | 5,000   | D  | 905                               |

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|              |            |  |               |        |                          |                              |         |                         |                         |
|--------------|------------|--|---------------|--------|--------------------------|------------------------------|---------|-------------------------|-------------------------|
| Common Stock |            |  |               |        | \$ 13.557<br><u>(14)</u> |                              |         | See Footnote <u>(1)</u> |                         |
| Common Stock | 10/27/2014 |  | S <u>(15)</u> | 5,000  | D                        | \$ 13.557<br><u>(14)</u>     | 903     | I                       | See Footnote <u>(2)</u> |
| Common Stock | 10/27/2014 |  | S <u>(16)</u> | 5,000  | D                        | \$ 13.557<br><u>(14)</u>     | 903     | I                       | See Footnote <u>(3)</u> |
| Common Stock | 10/27/2014 |  | S <u>(17)</u> | 5,000  | D                        | \$ 13.557<br><u>(14)</u>     | 903     | I                       | See Footnote <u>(4)</u> |
| Common Stock | 10/27/2014 |  | S <u>(11)</u> | 50,000 | D                        | \$<br>13.5564<br><u>(12)</u> | 780,719 | I                       | See Footnote <u>(5)</u> |

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

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(9-02)

**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) |              |                      |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount Number Shares |
| Employee Stock Option (Right to Buy)       | \$ 8.19  |                                      |  |                                |   | <u>(6)</u>   | 11/23/2016  | Common Stock | 75,000               |
| Employee Stock Option (Right to Buy)       | \$ 7.61  | 10/27/2014                           |  | M                              | 29,214  | <u>(6)</u>   | 06/06/2017  | Common Stock | 29,214               |
| Employee Stock Option                      | \$ 7.61  | 10/27/2014                           |  | M                              | 20,786  | <u>(6)</u>   | 06/06/2017  | Common Stock | 101,340              |

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|                                      |         |            |   |         |     |            |              |         |  |
|--------------------------------------|---------|------------|---|---------|-----|------------|--------------|---------|--|
| (Right to Buy)                       |         |            |   |         |     |            |              |         |  |
| Employee Stock Option (Right to Buy) | \$ 7.45 | 10/27/2014 | M | 100,000 | (6) | 08/10/2019 | Common Stock | 100,000 |  |
| 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 | 294,400 |  |
| Employee Stock Option (Right to Buy) | \$ 7.61 |            |   |         | (6) | 02/28/2018 | Common Stock | 2,817   |  |
| Employee Stock Option (Right to Buy) | \$ 7.61 |            |   |         | (6) | 02/28/2018 | Common Stock | 81,683  |  |
| Employee Stock Option (Right to Buy) | \$ 8.58 |            |   |         | (6) | 02/10/2021 | Common Stock | 14,286  |  |
| Employee Stock Option (Right to Buy) | \$ 8.58 |            |   |         | (6) | 02/10/2021 | Common Stock | 32,965  |  |
| Employee Stock Option (Right to Buy) | \$ 8.58 |            |   |         | (6) | 02/10/2021 | Common Stock | 30,475  |  |
| Employee Stock Option (Right to Buy) | \$ 8.58 |            |   |         | (6) | 02/10/2021 | Common Stock | 182,250 |  |

Buy)

|                              |            |             |             |                 |         |
|------------------------------|------------|-------------|-------------|-----------------|---------|
| Restricted<br>Stock<br>Units | <u>(7)</u> | <u>(8)</u>  | <u>(8)</u>  | Common<br>Stock | 51,666  |
| Restricted<br>Stock<br>Units | <u>(7)</u> | <u>(9)</u>  | <u>(9)</u>  | Common<br>Stock | 75,333  |
| Restricted<br>Stock<br>Units | <u>(7)</u> | <u>(10)</u> | <u>(10)</u> | Common<br>Stock | 106,888 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| Fallon Thomas J<br>C/O INFINERA CORPORATION<br>140 CASPIAN COURT<br>SUNNYVALE, CA 94089 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Michael Post, by Power of  
Attorney

10/29/2014

\_\_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 The Nolan M. Fallon 2006 Trust U/A DTD 05/02/2006, for which Mr. Fallon is a trustee. Mr. Fallon disclaims beneficial ownership of the shares held in this trust, and this report shall not be deemed an admission that Mr. Fallon is the beneficial owner of the shares held in this trust for purposes of Section 16 or for any other purpose.

(2) These shares are held directly by The Riley T. Fallon 2006 Trust U/A DTD 05/02/2006, for which Mr. Fallon is a trustee. Mr. Fallon disclaims beneficial ownership of the shares held in this trust, and this report shall not be deemed an admission that Mr. Fallon is the beneficial owner of the shares held in this trust for purposes of Section 16 or for any other purpose.

(3) These shares are held directly by The Georgia M. Fallon 2006 Trust U/A DTD 05/02/2006, for which Mr. Fallon is a trustee. Mr. Fallon disclaims beneficial ownership of the shares held in this trust, and this report shall not be deemed an admission that Mr. Fallon is the beneficial owner of the shares held in this trust for purposes of Section 16 or for any other purpose.

(4) These shares are held directly by The Audrey N. Fallon 2006 Trust U/A DTD 05/02/2006, for which Mr. Fallon is a trustee. Mr. Fallon disclaims beneficial ownership of the shares held in this trust, and this report shall not be deemed an admission that Mr. Fallon is the beneficial owner of the shares held in this trust for purposes of Section 16 or for any other purpose.

(5) These shares are held directly by The Fallon Family Revocable Trust dated 9/7/94, for which Mr. Fallon is a trustee.

(6) This option is fully-vested.

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

(8) These RSUs vest in three annual installments beginning on February 5, 2013.

(9) These RSUs vest in three annual installments beginning on February 5, 2014.

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- (10) These RSUs vest in three annual installments beginning on May 5, 2015.
- (11) This sale was made in connection with Mr. Fallon's Rule 10b5-1 Trading Plan, which was adopted on May 15, 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 per share. Upon request by the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, Mr. Fallon will provide full information regarding the number of shares sold at each separate price.
- (12) This sale was made in connection with the Rule 10b5-1 Trading Plan for The Nolan M. Fallon 2006 Trust U/A DTD 05/02/2006, which was adopted on May 15, 2014.  
This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$13.34 to \$13.83 per share. Upon request by the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, Mr. Fallon will provide full information regarding the number of shares sold at each separate price.
- (13) This sale was made in connection with the Rule 10b5-1 Trading Plan for The Riley T. Fallon 2006 Trust U/A DTD 05/02/2006, which was adopted on May 15, 2014.
- (14) This sale was made in connection with the Rule 10b5-1 Trading Plan for The Georgia M. Fallon 2006 Trust U/A DTD 05/02/2006, which was adopted on May 15, 2014.
- (15) This sale was made in connection with the Rule 10b5-1 Trading Plan for The Audrey N. Fallon 2006 Trust U/A DTD 05/02/2006, which was adopted on May 15, 2014.

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.