

INFINERA CORP
Form 4
August 03, 2016

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 *
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)
08/01/2016

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)
President

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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock	08/01/2016		M	137,500	A	\$ 2	542,661	I	See Footnote (1)
Common Stock	08/01/2016		M	75,000	A	\$ 8.19	617,661	I	See Footnote (1)
Common Stock							140,000	I	See Footnote (2)
Common							319,493	I	See

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Stock						Footnote (3)
Common Stock				553,750	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 2	08/01/2016		M	137,500	(6) 08/08/2016	Common Stock 137,500
Employee Stock Option (Right to Buy)	\$ 8.19	08/01/2016		M	75,000	(6) 11/23/2016	Common Stock 75,000
Employee Stock Option (Right to Buy)	\$ 7.61					(6) 06/06/2017	Common Stock 29,214
Employee Stock Option (Right to Buy)	\$ 7.61					(6) 06/06/2017	Common Stock 101,34

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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)	\$ 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	(6)	02/10/2021	Common Stock	39,465
Employee Stock Option (Right to Buy)	\$ 8.58	(6)	02/10/2021	Common Stock	41,535
Restricted Stock Units	(7)	(8)	(8)	Common Stock	24,000
Restricted Stock Units	(7)	(9)	(9)	Common Stock	20,923

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(13) These RSUs vest in full on August 5, 2016.

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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