

INFINERA CORP  
Form 4  
February 07, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
MCCARTHY MICHAEL O III

(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)  
02/05/2013

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 Legal & Admin 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                    | 02/05/2013                           |  | M                              | 32,334  | A   | \$ 0   | 105,451                           | D     |
| Common Stock                    | 02/05/2013                           |  | F                              | 11,232  | D   | \$ 7.51  | 94,219                            | D     |

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

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SEC 1474 (9-02)

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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 or Number of Shares                              |
| Employee Stock Option (Right to Buy)       | \$ 1.32  |                                      |  |                                |   | <u>(1)</u> 11/28/2015                                    | Common Stock 7,996  |
| Employee Stock Option (Right to Buy)       | \$ 2   |                                      |  |                                |   | <u>(1)</u> 08/08/2016                                    | Common Stock 11,805   |
| Employee Stock Option (Right to Buy)       | \$ 7.11  |                                      |  |                                |   | <u>(1)</u> 02/10/2019                                    | Common Stock 45,309   |
| Employee Stock Option (Right to Buy)       | \$ 7.45  |                                      |  |                                |   | <u>(1)</u> 08/10/2019                                    | Common Stock 51,040   |
| Employee Stock Option (Right to Buy)       | \$ 8.19  |                                      |  |                                |   | <u>(1)</u> 11/23/2016                                    | Common Stock 56,250   |
| Employee Stock Option (Right to Buy)       | \$ 7.61  |                                      |  |                                |   | <u>(1)</u> 06/06/2017                                    | Common Stock 25,642   |
| Employee Stock Option (Right to Buy)       | \$ 7.61  |                                      |  |                                |   | <u>(1)</u> 06/06/2017                                    | Common Stock 29,355   |

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|  |            |            |   |        |            |            |                 |        |  |
|--|------------|------------|---|--------|------------|------------|-----------------|--------|--|
| Buy)   |            |            |   |        |            |            |                 |        |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.61    |            |   |        | <u>(2)</u> | 02/28/2018 | Common<br>Stock | 2,886  |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.61    |            |   |        | <u>(2)</u> | 02/28/2018 | Common<br>Stock | 59,780 |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58    |            |   |        | <u>(1)</u> | 02/10/2021 | Common<br>Stock | 16,250 |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58    |            |   |        | <u>(1)</u> | 02/10/2021 | Common<br>Stock | 48,750 |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58    |            |   |        | <u>(3)</u> | 02/10/2021 | Common<br>Stock | 38,577 |  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58    |            |   |        | <u>(3)</u> | 02/10/2021 | Common<br>Stock | 26,423 |  |
| Restricted<br>Stock<br>Units                     | <u>(4)</u> | 02/05/2013 | M | 11,000 | <u>(5)</u> | <u>(5)</u> | Common<br>Stock | 11,000 |  |
| Restricted<br>Stock<br>Units                     | <u>(4)</u> | 02/05/2013 | M | 21,334 | <u>(6)</u> | <u>(6)</u> | Common<br>Stock | 42,666 |  |
| Restricted<br>Stock<br>Units                     | <u>(4)</u> |            |   |        | <u>(7)</u> | <u>(7)</u> | Common<br>Stock | 47,500 |  |
| Restricted<br>Stock<br>Units                     | <u>(4)</u> |            |   |        | <u>(8)</u> | <u>(8)</u> | Common<br>Stock | 42,000 |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                             |       |
|--|---------------|-----------|-----------------------------|-------|
|  | Director      | 10% Owner | Officer                     | Other |
| MCCARTHY MICHAEL O III<br>C/O INFINERA CORPORATION<br>140 CASPIAN COURT<br>SUNNYVALE, CA 94089 |               |           | Chief Legal & Admin Officer |       |

## Signatures

/s/ Michael O.  
McCarthy III

02/07/2013

\_\_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) The option is fully vested.
  - (2) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
  - (3) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
  - (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
  - (5) The RSUs vest in three annual installments beginning on February 5, 2012.
  - (6) The RSUs vest in three annual installments beginning on February 5, 2013.
  - (7) The RSUs vest as to 100% on December 31, 2014.
  - (8) The RSUs vest in three annual installments beginning on February 5, 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.