

Fallon Thomas J
Form 4
November 13, 2012

FORM 4

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

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

OMB APPROVAL

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(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)
11/13/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
President and CEO

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)
				(A) or (D)	Price		
Common Stock						474,355 ⁽¹⁴⁾	I See Footnote (1)
Common Stock						100,672 ⁽¹⁵⁾	I See Footnote (11)
Common Stock						100,672 ⁽¹⁶⁾	I See Footnote (12)
Common						20,570	I See

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Stock

Footnote
(2)

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)	\$ 2							(3)	08/08/2016	Common Stock	50,000
Employee Stock Option (Right o Buy)	\$ 2							(3)	08/08/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 7.11							(3)	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 7.45							(3)	08/10/2019	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 8.19							(4)	11/23/2019	Common Stock	5,595
	\$ 8.19							(4)	11/23/2019		294,400

Employee Stock Option (Right to Buy)					Common Stock	
Employee Stock Option (Right to Buy)	\$ 8.19		<u>(5)</u>	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 7.61		<u>(6)</u>	06/06/2017	Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61		<u>(6)</u>	06/06/2017	Common Stock	101,34
Employee Stock Option (Right to Buy)	\$ 7.61		<u>(7)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61		<u>(7)</u>	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 8.58		<u>(8)</u>	02/10/2021	Common Stock	41,279
Employee Stock Option (Right to Buy)	\$ 8.58		<u>(8)</u>	02/10/2021	Common Stock	201,72
Restricted Stock Units	<u>(9)</u>		<u>(10)</u>	<u>(10)</u>	Common Stock	94,666
Restricted Stock Units	<u>(9)</u>		<u>(13)</u>	<u>(13)</u>	Common Stock	155,00

Employee

Stock

Option \$ 8.58
(Right to
Buy)

(3)

02/10/2021

Common
Stock

60,750

Employee

Stock

Option \$ 8.58 11/13/2012
(Right to
Buy)

A

182,250

(17)

02/10/2021

Common
Stock

182,250

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			President and CEO	

Signatures

/s/ Michael O. McCarthy III, by Power of
Attorney

11/13/2012

**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 (the "Fallon Family Trust").
- (2) 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.
- (3) The option is fully vested.
- (4) The option vests and becomes exercisable in forty-eight monthly installments beginning on November 23, 2009.
- (5) The option vests and becomes exercisable in thirty-six monthly installments beginning on November 23, 2009.
- (6) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 5, 2010.
- (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) 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.
- (12) 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.

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- (13) The RSUs vest in three annual installments beginning on February 5, 2013.
- Includes 149,328 shares previously held directly by Thomas J. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011 and 149,328 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 27, 2012 and are now held directly by the Fallon Family Trust.
- (14)
- (15) Excludes 149,328 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 27, 2012 and are now held directly by the Fallon Family Trust.
- (16) Excludes 149,328 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 27, 2012 and are now held directly by the Fallon Family Trust.
- (17) This includes performance-based stock options granted on February 10, 2011, in which the award criteria was satisfied in the second half of fiscal year 2012 resulting in the vesting of 75% of the total shares underlying the option. The option is fully vested.

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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