

INFINERA CORP  
Form 4  
August 27, 2014

**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 \*  
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)  
08/25/2014

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/25/2014		S <sup>(8)</sup>	50,000 D 9.7316 <sub>(9)</sub>	830,719	I	See Footnote (1)
Common Stock					43,614	I	See Footnote (2)

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

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SEC 1474 (9-02)

number.

**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. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(3)</u>	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 7.61					<u>(3)</u>	06/06/2017	Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61					<u>(3)</u>	06/06/2017	Common Stock	101,342
Employee Stock Option (Right to Buy)	\$ 7.11					<u>(3)</u>	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(3)</u>	08/10/2019	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(3)</u>	11/23/2019	Common Stock	5,595

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Employee Stock Option (Right to Buy)	\$ 8.19	<u>(3)</u>	11/23/2019	Common Stock	294,405
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(3)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(3)</u>	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(3)</u>	02/10/2021	Common Stock	14,286
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(3)</u>	02/10/2021	Common Stock	32,965
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(3)</u>	02/10/2021	Common Stock	30,475
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(3)</u>	02/10/2021	Common Stock	182,250
Restricted Stock Units	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	51,666
Restricted Stock Units	<u>(4)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	75,333
Restricted Stock Units	<u>(4)</u>	<u>(7)</u>	<u>(7)</u>	Common Stock	106,888

