

INFINERA CORP  
Form 4  
February 27, 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 \*  
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)  
02/25/2014

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)  
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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Code V Amount (D) Price                                |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 14,132  | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 336,979 <sup>(1)</sup>  | I  | See Footnote <sup>(2)</sup>       |
| Common Stock                    |                                      |  |                                |   | 789,493   | I  | See Footnote <sup>(3)</sup>       |
| Common Stock                    |                                      |  |                                |   | 553,750   | I  | See Footnote                      |

|              |         |   |                                       |
|--------------|---------|---|---------------------------------------|
| Common Stock | 500,000 | I | <u>(4)</u><br>See Footnote <u>(5)</u> |
| Common Stock | 2,500   | I | See Footnote <u>(6)</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 or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 2   |                                      |  |                                |   | <u>(7)</u>   | 08/08/2016  | Common Stock | 50,000                     |
| Employee Stock Option (Right to Buy)       | \$ 2   |                                      |  |                                |   | <u>(7)</u>   | 08/08/2016  | Common Stock | 137,500                    |
| Employee Stock Option (Right to Buy)       | \$ 8.19  |                                      |  |                                |   | <u>(7)</u>   | 11/23/2016  | Common Stock | 75,000                     |
| Employee Stock Option (Right to Buy)       | \$ 7.61  |                                      |  |                                |   | <u>(7)</u>   | 06/06/2017  | Common Stock | 29,214                     |

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|  |            |            |            |                 |         |
|--|------------|------------|------------|-----------------|---------|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.61    | <u>(7)</u> | 06/06/2017 | Common<br>Stock | 101,342 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.61    | <u>(7)</u> | 02/28/2018 | Common<br>Stock | 2,817   |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.61    | <u>(7)</u> | 02/28/2018 | Common<br>Stock | 81,683  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.11    | <u>(7)</u> | 02/10/2019 | Common<br>Stock | 100,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 7.45    | <u>(7)</u> | 08/10/2019 | Common<br>Stock | 150,000 |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58    | <u>(7)</u> | 02/10/2021 | Common<br>Stock | 20,250  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58    | <u>(7)</u> | 02/10/2021 | Common<br>Stock | 60,750  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58    | <u>(7)</u> | 02/10/2021 | Common<br>Stock | 39,465  |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy) | \$ 8.58    | <u>(7)</u> | 02/10/2021 | Common<br>Stock | 41,535  |
|  | <u>(8)</u> | <u>(9)</u> | <u>(9)</u> |                 | 26,333  |

|                        |     |            |  |   |        |      |              |                     |
|------------------------|-----|------------|--|---|--------|------|--------------|---------------------|
| Restricted Stock Units |     |            |  |   |        |      | Common Stock |                     |
| Restricted Stock Units | (8) |            |  |   |        | (10) | (10)         | Common Stock 71,250 |
| Restricted Stock Units | (8) |            |  |   |        | (11) | (11)         | Common Stock 40,000 |
| Restricted Stock Units | (8) |            |  |   |        | (12) | (12)         | Common Stock 48,000 |
| Restricted Stock Units | (8) | 02/25/2014 |  | A | 62,770 | (13) | (13)         | Common Stock 62,770 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |           |       |
|---|---------------|-----------|-----------|-------|
|   | Director      | 10% Owner | Officer   | Other |
| Welch David F<br>C/O INFINERA CORPORATION<br>140 CASPIAN COURT<br>SUNNYVALE, CA 94089 | X             |           | President |       |

## Signatures

/s/ Ita M. Brennan, by Power of Attorney  
02/27/2014

\*\*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) This includes 2,593 shares acquired under the Company's 2007 Employee Stock Purchase Plan on February 15, 2014.
- (2) Shares held directly by the Welch Family Trust dated 4/3/96.
- (3) Shares held directly by LRFA, LLC of which the Reporting Person is the sole managing member.
- (4) Shares held directly by SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/I dated 9/24/01.
- (5) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.
- (6) 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 trust 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 trust for his minor children for purposes of Section 16 or for any other purpose.
- (7) The option is fully vested.
- (8) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (9) The RSUs vest in three annual installments beginning on February 5, 2013.

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- (10) The RSUs fully vest on December 31, 2014.
- (11) The RSUs vest in three annual installments beginning on February 5, 2014.
- (12) The RSUs vest in four annual installments beginning on August 5, 2014.
- (13) The RSUs vest in three annual installments beginning on May 5, 2015.

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.