INFINERA CORP Form 4 May 01, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB 3235-0287 Number:

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

(City)

1. Name and Address of Reporting Person * MILBURY PAUL J

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First)

(Middle)

INFINERA CORP [INFN]

3. Date of Earliest Transaction (Month/Day/Year)

(Check all applicable)

X_ Director Officer (give title

10% Owner _ Other (specify

C/O INFINERA CORPORATION, 140 CASPIAN **COURT**

(State)

(Street) 4. If Amendment, Date Original

(Zip)

Filed(Month/Day/Year)

04/29/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SUNNYVALE, CA 94089

		140	able 1 1 (on Berryadiye Securities required, Bisposed of, or Beneficiary 6 whea					
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities or Disposed	Acquired (A) of (D)	5. Amount of Securities	6. Ownership	7. Nature of Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)			Owned Following	Direct (D) or Indirect	Ownership (Instr. 4)
				(A)	Reported	(I)	
					or	Transaction(s)	(Instr. 4)	
			Code V		D) Price	(Instr. 3 and 4)		
C					\$			
Common Stock	04/29/2014		S	25,000 D	8.8294 (4)	4,734	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transacti Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day, re	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	
Non-Qualified Stock Option (Right to Buy)	\$ 6.84					<u>(1)</u>	07/15/2020	Common Stock	60,000	
Non-Qualified Stock Option (Right to Buy)	\$ 7.25					<u>(1)</u>	05/18/2021	Common Stock	17,600	
Restricted Stock Units	<u>(2)</u>					(3)	(3)	Common Stock	13,333	

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
MILBURY PAUL J						
C/O INFINERA CORPORATION	X					
140 CASPIAN COURT	Λ					
SUNNYVALE, CA 94089						

Signatures

/s/ Alastair A. Short, by Power of Attorney 05/01/2014

**Signature of Reporting Person

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).

Date

- (1) The option is fully vested.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (3) The RSUs fully vest on May 15, 2014.
 - This price represents the weighted average sale price of the shares sold ranging from \$8.75 to \$8.92 per share. Upon request by the
- (4) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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