

INFINERA CORP  
Form 4  
February 09, 2015

**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 \*  
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)  
02/05/2015

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					14,132	D	
Common Stock	02/05/2015		M		26,333	A	\$ 0
Common Stock	02/05/2015		F		10,121	D	\$ 17.05
Common Stock	02/05/2015		M		20,000	A	\$ 0

See Footnote (1)

See Footnote (1)

See Footnote

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								(1)
Common Stock	02/05/2015	F	7,516	D	\$ 17.05	275,484	I	See Footnote (1)
Common Stock	02/05/2015	M	37,500	A	\$ 0	312,984	I	See Footnote (1)
Common Stock	02/05/2015	F	17,770	D	\$ 17.05	295,214	I	See Footnote (1)
Common Stock	02/05/2015	M	20,923	A	\$ 0	316,137	I	See Footnote (1)
Common Stock	02/05/2015	F	10,918	D	\$ 17.05	305,219	I	See Footnote (1)
Common Stock						240,000	I	See Footnote (2)
Common Stock						319,493	I	See Footnote (3)
Common Stock						553,750	I	See Footnote (4)
Common Stock						2,500	I	See Footnote (5)

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (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)		Title

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		Date Exercisable	Expiration Date		Amount of Number of Shares
Employee Stock Option (Right to Buy)	\$ 2	<u>(6)</u>	08/08/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 2	<u>(6)</u>	08/08/2016	Common Stock	137,500
Employee Stock Option (Right to Buy)	\$ 8.19	<u>(6)</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	101,342
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(6)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(6)</u>	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 7.11	<u>(6)</u>	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to	\$ 7.45	<u>(6)</u>	08/10/2019	Common Stock	150,000

Buy)									
Employee Stock Option (Right to Buy)	\$ 8.58				(6)	02/10/2021	Common Stock	20,250	
Employee Stock Option (Right to Buy)	\$ 8.58				(6)	02/10/2021	Common Stock	60,750	
Employee Stock Option (Right to Buy)	\$ 8.58				(6)	02/10/2021	Common Stock	39,465	
Employee Stock Option (Right to Buy)	\$ 8.58				(6)	02/10/2021	Common Stock	41,535	
Restricted Stock Units	(7)	02/05/2015	M	26,333	(8)	(8)	Common Stock	26,333	
Restricted Stock Units	(7)	02/05/2015	M	20,000	(9)	(9)	Common Stock	40,000	
Restricted Stock Units	(7)				(10)	(10)	Common Stock	36,000	
Restricted Stock Units	(7)				(11)	(11)	Common Stock	62,770	
Restricted Stock Units	(7)	02/05/2015	M	37,500	(12)	(12)	Common Stock	37,500	
Restricted Stock Units	(7)	02/05/2015	M	20,923	(13)	(13)	Common Stock	20,923	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director    10% Owner    Officer    Other

