**INFINERA CORP** Form 4 August 19, 2015

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

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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

See Instruction 1(b).

(Print or Type Responses)

may continue.

1. Name and Address of Reporting Person * Feller Brad			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	INFINERA CORP [INFN]  3. Date of Earliest Transaction	(Check all applicable)		
C/O INFINE CORPORAT COURT	RA	, ,	(Month/Day/Year) 08/17/2015	Director 10% Owner X Officer (give title Other (specifical below) Chief Financial Officer		
(Street) SUNNYVALE, CA 94089			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person _ Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities	Acquired, Disposed of, or Beneficially Owner		

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities A poor Disposed of	* '	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)  Code V	(A) or Amount (D)	Price	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	08/17/2015		S	25,000 D	\$ 24.0886 (1)	31,313	D	

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

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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. Transaction Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3		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
Incentive Stock Option (Right to Buy)	\$ 9.02					(2)	01/13/2021	Common Stock	24,107
Non-Qualified Stock Option (Right to Buy)	\$ 9.02					(2)	01/13/2021	Common Stock	893
Restricted Stock Units	(3)					<u>(4)</u>	<u>(4)</u>	Common Stock	124,722
Restriced Stock Units	(3)					<u>(5)</u>	<u>(5)</u>	Common Stock	18,560

## **Reporting Owners**

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

Feller Brad

C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089

Chief Financial Officer

### **Signatures**

/s/ Michael Post, by Power of Attorney

08/19/2015

\*\*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).
- This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$24.07 to \$24.16 (1) per share. Upon request by the staff of the Securities and Exchange Commission, Infinera Corporation (the "Company") or a security
- holder of the Company, Mr. Feller will provide full information regarding the number of shares sold at each separate price.

  (2) This option vests and becomes exercisable as to 1/4th of the underlying shares on January 13, 2015 and then 1/48th per month thereafter.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of the Company's common stock.

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- (4) These RSUs vest in four annual installments beginning on February 5, 2015.
- (5) These RSUs vest in three annual installments beginning on May 5, 2016.

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.