

INFINERA CORP
Form 4
May 30, 2013

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 *
MCCARTHY MICHAEL O III

(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)
05/29/2013

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 Legal & Admin 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 (D) Price | | | |
| Common Stock | 05/29/2013 | | M | 51,040 A \$ 7.45 | 151,653 | D | |
| Common Stock | 05/29/2013 | | S | 51,040 D 9.5936 | 100,613 | D | |

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

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SEC 1474 (9-02)

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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) | \$ 7.45 | 05/29/2013 | | M | 51,040 | <u>(1)</u> 08/10/2019 | Common Stock 51,040 |
| Employee Stock Option (Right to Buy) | \$ 8.19 | | | | | <u>(1)</u> 11/23/2016 | Common Stock 56,250 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | | | | | <u>(1)</u> 06/06/2017 | Common Stock 25,642 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | | | | | <u>(1)</u> 06/06/2017 | Common Stock 29,355 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | | | | | <u>(1)</u> 02/28/2018 | Common Stock 2,236 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | | | | | <u>(1)</u> 02/28/2018 | Common Stock 46,345 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | | | | | <u>(1)</u> 02/10/2021 | Common Stock 16,250 |

| | | | | | |
|--|---------|-----|------------|-----------------|--------|
| Buy) | | | | | |
| Employee Stock Option (Right to Buy) | \$ 8.58 | (1) | 02/10/2021 | Common Stock | 48,750 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | (1) | 02/10/2021 | Common Stock | 27,195 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | (1) | 02/10/2021 | Common Stock | 19,749 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCCARTHY MICHAEL O III C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089 | | | Chief Legal & Admin Officer | |

Signatures

/s/ Donica Forensich, by Power of Attorney

05/30/2013

__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) The option is fully vested.

This price represents the weighted average sale price of the shares sold ranging from \$9.50 to \$9.7901 per share. Upon request by the

- (2) 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.

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