

INFINERA CORP  
Form 4  
February 07, 2012

**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 \*  
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)  
02/05/2012

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Chief Legal & Admin Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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)		
				Code	V	Amount	(A) or (D)	Price	
Common Stock	02/05/2012		M		11,000	A	\$ 0	44,047	D
Common Stock	02/05/2012		F		3,515	D	\$ 8.38	40,532	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)	\$ 1.84					<u>(1)</u> 05/15/2013	Common Stock 1,319
Employee Stock Option (Right to Buy)	\$ 1.32					<u>(2)</u> 11/28/2015	Common Stock 7,996
Employee Stock Option (Right to Buy)	\$ 2					<u>(3)</u> 08/08/2016	Common Stock 8,703
Employee Stock Option (Right to Buy)	\$ 2					<u>(3)</u> 08/08/2016	Common Stock 11,805
Employee Stock Option (Right to Buy)	\$ 7.11					<u>(4)</u> 02/10/2019	Common Stock 45,309
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(5)</u> 08/10/2019	Common Stock 51,040
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(6)</u> 11/23/2016	Common Stock 56,250

Buy)									
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(7)</u>	06/06/2017	Common Stock	25,642	
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(7)</u>	06/06/2017	Common Stock	29,355	
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(8)</u>	02/28/2018	Common Stock	2,886	
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(8)</u>	02/28/2018	Common Stock	59,780	
Employee Stock Option (Right to Buy)	\$ 8.58				<u>(9)</u>	02/10/2021	Common Stock	38,577	
Employee Stock Option (Right to Buy)	\$ 8.58				<u>(9)</u>	02/10/2021	Common Stock	26,423	
Restricted Stock Units	<u>(10)</u>	02/05/2012	M	11,000	<u>(11)</u>	<u>(11)</u>	Common Stock	22,000	
Restricted Stock Units	<u>(10)</u>				<u>(12)</u>	<u>(12)</u>	Common Stock	64,000	

## Reporting Owners

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

SUNNYVALE, CA 94089

## Signatures

/s/ Michael O.  
McCarthy III

02/07/2012

\_\_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 fully vested on May 5, 2007.
- (2) The option fully vested on July 26, 2009.
- (3) The option fully vested on June 28, 2010.
- (4) The option fully vested on February 10, 2011.
- (5) The option fully vested on August 10, 2011.
- (6) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on November 23, 2009.
- (7) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on February 5, 2010.
- (8) The option vests and becomes exercisable in forty-eight equal monthly installments beginning on February 5, 2010.
- (9) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on February 10, 2011.
- (10) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (11) The RSUs vest in three equal annual installments beginning on February 5, 2012.
- (12) The RSUs vest in three equal annual installments beginning on February 5, 2013.

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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