

Fallon Thomas J
Form 4
February 15, 2012

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Fallon Thomas J

(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)
02/13/2012

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) below)
President and CEO

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		Price
Common Stock					175,699	I	See Footnote (1)
Common Stock					250,000	I	See Footnote (13)
Common Stock					250,000	I	See Footnote (14)
Common					20,570	I	See

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Stock

Footnote
(2)

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

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(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)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 2							(3)	08/08/2016	Common Stock	50,000
Employee Stock Option (Right o Buy)	\$ 2							(3)	08/08/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 7.11							(4)	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 7.45							(5)	08/10/2019	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 8.19							(6)	11/23/2019	Common Stock	5,595
	\$ 8.19							(6)	11/23/2019		294,400

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Employee Stock Option (Right to Buy)								Common Stock	
Employee Stock Option (Right to Buy)	\$ 8.19				<u>(7)</u>	11/23/2016		Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(8)</u>	06/06/2017		Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(8)</u>	06/06/2017		Common Stock	101,34
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(9)</u>	02/28/2018		Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61				<u>(9)</u>	02/28/2018		Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 8.58				<u>(10)</u>	02/10/2021		Common Stock	41,279
Employee Stock Option (Right to Buy)	\$ 8.58				<u>(10)</u>	02/10/2021		Common Stock	201,72
Restricted Stock Units	<u>(11)</u>				<u>(12)</u>	<u>(12)</u>		Common Stock	94,666
Restricted Stock Units	<u>(11)</u>	02/13/2012	A	155,000	<u>(15)</u>	<u>(15)</u>		Common Stock	155,00

Reporting Owner Name / Address

Director 10% Owner Officer Other

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

President and CEO

Signatures

/s/ Michael O. McCarthy III, by Power of Attorney

02/15/2012

 **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) Shares held directly by the Fallon Family Revocable Trust dated 9/7/94 for which the Reporting Person serves as trustee.
Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of
- (2) the shares held in trusts for his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held in trusts for his minor children for purposes of Section 16 or for any other purpose.
- (3) The option fully vested on August 8, 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 forty-eight equal monthly installments beginning on November 23, 2009.
- (7) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on November 23, 2009.
- (8) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on February 5, 2010.
- (9) The option vests and becomes exercisable in forty-eight equal monthly installments beginning on February 5, 2010.
- (10) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on February 10, 2011.
- (11) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (12) The RSUs vest in three equal annual installments beginning on February 5, 2012.
- (13) Shares held directly by Thomas J. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011 for which the Reporting Person serves as trustee.
- (14) Shares held directly by Shannon F. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011 for which the Reporting Person serves as trustee.
- (15) 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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