Welch David F Form 4 February 07, 2013

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

**SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* Welch David F

> (First) (Middle)

C/O INFINERA CORPORATION, 140 CASPIAN **COURT** 

(Street)

(State)

SUNNYVALE, CA 94089

(Zip)

2. Issuer Name and Ticker or Trading Symbol

INFINERA CORP [INFN]

3. Date of Earliest Transaction (Month/Day/Year) 02/05/2013

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

Director X\_ Officer (give title below)

Issuer

EVP, Chief Strategy Officer

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

**OMB APPROVAL** 

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Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

#### 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. Securit on(A) or Di (Instr. 3,	sposed	of (D)	Beneficially (D) or B Owned Indirect (I)		7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(msu. 1)	(msu. 1)
Common Stock							17,553	D	
Common Stock							1,099,493	I	See Footnote (1)
Common Stock	02/05/2013		M	40,001	A	\$0	238,358	I	See Footnote (2)
Common Stock	02/05/2013		F	15,643	D	\$ 7.51	222,715	I	See Footnote

			(2)				
Common Stock	553,750	I	See Footnote (3)				
Common Stock	500,000	I	See Footnote				
Common Stock	2,500	Ι	See Footnote (5)				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							
	Persons who respond to the colle	ction of	SEC 1474				

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SEC 1474 (9-02)

 $\label{thm:convertible} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	Secur Secur Acqui or Dis (D)	rities nired (A) isposed of r. 3, 4,	Expiration D (Month/Day/	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)	\$ 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	\$ 7.61						<u>(6)</u>	06/06/2017	Common Stock	29,214	

Option					
(Right to Buy)					
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>(7)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</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 Buy)	\$ 7.45	<u>(6)</u>	08/10/2019	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(6)</u>	02/10/2021	Common Stock	20,250
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(6)</u>	02/10/2021	Common Stock	60,750
Employee Stock Option (Right to Buy)	\$ 8.58	(8)	02/10/2021	Common Stock	39,465
Employee Stock Option	\$ 8.58	(8)	02/10/2021	Common Stock	41,535

(Right to Buy)								
Restricted Stock Units	<u>(9)</u>	02/05/2013	M	13,667	(10)	(10)	Common Stock	13,666
Restricted Stock Units	<u>(9)</u>	02/05/2013	M	26,334	(11)	(11)	Common Stock	52,666
Restricted Stock Units	<u>(9)</u>				(12)	(12)	Common Stock	128,250
Restricted Stock Units	<u>(9)</u>				(13)	(13)	Common Stock	60,000

# **Reporting Owners**

Reporting Owner Name / Address					
	Director	10% Owner	Officer	Other	

Welch David F

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

EVP, Chief Strategy Officer

# **Signatures**

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

02/07/2013

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\*\*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 LRFA, LLC of which the Reporting Person is the sole managing member.
- (2) Shares held directly by the Welch Family Trust dated 4/3/96.
- (3) Shares held directly by SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/I dated 9/24/01.
- (4) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.
- Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of the shares held in trust 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 trust for his minor children for purposes of Section 16 or for any other purpose.
- (6) The option is fully vested.
- (7) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (8) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (9) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (10) The RSUs vest in three annual installments beginning on February 5, 2012.

Reporting Owners 4

- (11) The RSUs vest in three annual installments beginning on February 5, 2013.
- (12) The RSUs vest as to 57,000 of the RSUs on December 31, 2013 and 71,250 of the RSUs on December 31, 2014.
- (13) The RSUs vest in three annual installments beginning on February 5, 2014.

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.