

INFINERA CORP  
Form 4  
February 26, 2014

**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

OMB  
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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Brennan Ita M**

(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)  
**02/24/2014**

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 \_\_\_\_ Other (specify  
below) below)

Chief Financial 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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/24/2014		S	10,100	D \$ 8.5	122,587	D
Common Stock	02/25/2014		S	10,000	D \$ 8.505 (1)	112,587	D
Common Stock	02/26/2014		S	9,900	D \$ (2)	102,687	D

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

**Persons who respond to the collection of  
information contained in this form are not**

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)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(3)</u>	11/23/2016	Common Stock	37,500	
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(3)</u>	08/10/2019	Common Stock	33,000	
Employee Stock Option (Right to Buy)	\$ 6.9					<u>(4)</u>	06/26/2020	Common Stock	7,813	
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(3)</u>	02/10/2021	Common Stock	16,250	
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(3)</u>	02/10/2021	Common Stock	48,750	
Employee Stock Option	\$ 8.58					<u>(3)</u>	02/10/2021	Common Stock	65,000	

(Right to  
Buy)Restricted  
Stock  
Units

(5)

(6)

(6)

Common  
Stock 9,375Restricted  
Stock  
Units

(5)

(7)

(7)

Common  
Stock 21,333Restricted  
Stock  
Units

(5)

(8)

(8)

Common  
Stock 66,666

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

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

Chief Financial Officer

## Signatures

/s/ Ita M.  
Brennan

02/26/2014

\_\_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 ranging from \$8.50 to \$8.51 per share. Upon request by the

- (1) 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.

This price represents the weighted average sale price of the shares sold ranging from \$8.50 to \$8.525 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.

- (3) The option is fully vested.

- (4) The option vests and becomes exercisable in forty-eight monthly installments beginning on June 26, 2010.

- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.

- (6) The RSUs vest in four annual installments beginning on July 1, 2011.

- (7) The RSUs vest in three annual installments beginning on February 5, 2013.

- (8) 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.

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