

INFINERA CORP
Form 4
May 18, 2012

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)
05/17/2012

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 05/17/2012 | | M | | 1,319 | A | \$ 1.84 |
| | | | | | 44,851 | (14) | D |

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Option (Right to Buy) | \$ 1.84 | 05/17/2012 | | M | 1,319 | <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 |

| | | | | | |
|--|-------------|-------------|-------------|-----------------|--------|
| 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> | <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 |
| Restricted Stock Units | <u>(10)</u> | <u>(13)</u> | <u>(13)</u> | Common Stock | 47,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

| | | | |
|----------|-----------|-----------------------------|-------|
| Director | 10% Owner | Officer | Other |
| | | Chief Legal & Admin Officer | |

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

Signatures

/s/ Michael O.
McCarthy III

05/18/2012

__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 monthly installments beginning on November 23, 2009.
- (7) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 5, 2010.
- (8) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (9) The option vests and becomes exercisable in thirty-six 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 annual installments beginning on February 5, 2012.
- (12) The RSUs vest in three annual installments beginning on February 5, 2013.
- (13) The RSUs vest as to 100% on December 31, 2014.
- (14) Includes 3,000 shares acquired under the Company's 2007 Employee Stock Purchase Plan on February 15, 2012.

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.