INFINERA CORP Form 4 May 17, 2013

FORM 4

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

OMB

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 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

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCCARTHY MICHAEL O III Issuer Symbol INFINERA CORP [INFN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify C/O INFINERA 05/16/2013 below) below) CORPORATION, 140 CASPIAN Chief Legal & Admin Officer **COURT** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

SUNNYVALE, CA 94089

(City)	(State) (Table Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security	2. Transaction Date (Month/Day/Year)	Execution Date, if		4. Securit	sposed	of (D)	5. Amount of Securities	6. Ownership Form: Direct	Indirect
(Instr. 3)		any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4	+ and S))	Beneficially Owned Following	(D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	05/16/2013		M	45,309	A	\$ 7.11	145,922	D	
Common Stock	05/16/2013		S	45,309	D	\$ 9.11 (2)	100,613	D	

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

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Person

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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)	\$ 7.11	05/16/2013		M		45,309	<u>(1)</u>	02/10/2019	Common Stock	45,309
Employee Stock Option (Right to Buy)	\$ 7.45						<u>(1)</u>	08/10/2019	Common Stock	51,040
Employee Stock Option (Right to Buy)	\$ 8.19						<u>(1)</u>	11/23/2016	Common Stock	56,250
Employee Stock Option (Right to Buy)	\$ 7.61						<u>(1)</u>	06/06/2017	Common Stock	25,642
Employee Stock Option (Right to Buy)	\$ 7.61						<u>(1)</u>	06/06/2017	Common Stock	29,355
Employee Stock Option (Right to Buy)	\$ 7.61						<u>(1)</u>	02/28/2018	Common Stock	2,236
Employee Stock Option (Right to	\$ 7.61						<u>(1)</u>	02/28/2018	Common Stock	46,345

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Buy)					
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(1)</u>	02/10/2021	Common Stock	16,250
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(1)</u>	02/10/2021	Common Stock	48,750
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(1)</u>	02/10/2021	Common Stock	27,195
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(1)</u>	02/10/2021	Common Stock	19,749

Reporting Owners

Reporting Owner Name / Address			--	
	Director	10% Owner	Officer	Other

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

Chief Legal & Admin Officer

Relationships

Signatures

/s/ Donica Forensich, by Power of Attorney 05/17/2013

**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 is fully vested.
- This price represents the weighted average sale price of the shares sold ranging from \$9.11 to \$9.2201 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.

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.

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