Edgar Filing: INFINERA CORP - Form 4

INFINERA	CORP										
Form 4											
April 12, 20	11										
FORM	14	_ ~							OMB AF	PROVAL	
Washington, D.C. 20549								OMB Number:	3235-0287		
Check th									Expires:	January 31,	
if no long subject to		EMENT O	F CHAN			ICIA	L OWN	ERSHIP OF	Estimated a	2005	
	Section 16.				RITIES				burden hours per		
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Form 5 obligatio	-						-	Act of 1934,			
may control See Instr 1(b).	tinue. Section 1			tility Hole				1935 or Sectior	1		
(Print or Type l	Responses)										
(I fine of Type)	(csponses)										
1. Name and Address of Reporting Person 2. Issuer Name and Ticker or Trading 5. Relationshi						5. Relationship of	of Reporting Person(s) to				
MCCARTH	IY MICHAEL	O III	Symbol	ERA CORP [INFN]				Issuer			
			-								
(Last)	(First)	(Middle)	3 Date o	f Earliest T	ransaction	-		(Check	c all applicable)	
(Eust)	(THSt)	(ivitable)	(Month/I					Director 10% Owner			
C/O INFIN	ERA		04/08/2	-				Officer (give title Other (specify			
CORPORATION, 169 JAVA								below) below) Chief Legal & Admin Officer			
DRIVE								Chief Leg			
	(Street)		4. If Ame	ndment, Date Original				6. Individual or Joint/Group Filing(Check			
				nth/Day/Year)				Applicable Line)			
								X Form filed by One Reporting Person Form filed by More than One Reporting			
SUNNYVA	LE, CA 94089)						Person	ore than One Rej	porting	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secu	rities Acqu	ired, Disposed of,	, or Beneficiall	y Owned	
1.Title of	2. Transaction D	ate 2A. Deer	ned	3.	4. Securi	ties A	cquired	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year) Execution Date, if any			Transaction(A) or Disposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)		Day/Year)	Code (Instr. 3, 4 and 5) ar) (Instr. 8)				Beneficially Form: Direc Owned (D) or		Ownership		
		(WORLD)	Jay I cal)	(111501.0)				Following	Indirect (I)	(Instr. 4)	
						(A)		Reported	(Instr. 4)		
						or		Transaction(s)			
				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common							\$				
Stock	04/08/2011			S <u>(1)</u>	4,655	D	8.6453	1,886	D		
							(2)				

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 required to respond unless the form displays a currently valid OMB control number.

 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. Transacti Code (Instr. 8)	5. orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration E (Month/Day e	6. Date Exercisable and 7. Title and Amount Expiration Date Underlying Securi Month/Day/Year) (Instr. 3 and 4)		Securities	8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(3)</u>					<u>(4)</u>	(4)	Common Stock	33,000	
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(5)</u>	02/10/2021	Common Stock	65,000	

Reporting Owners

Reporting Owner Name / Address		Relationships					
	Director	10% Owner	Officer	Other			
MCCARTHY MICHAEL O III C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089	N		Chief Legal & Admin Officer				
Signatures							
/s/ Michael O. McCarthy III	04/12/2011						
<u>**</u> 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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 26, 2010.

This price represents the weighted average sale price of the shares sold ranging from \$8.60 to \$9.5999 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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (4) The RSUs vest in three equal annual installments beginning on February 5, 2012.
- (5) This option vests and becomes exercisable in 36 equal monthly installments commencing on the date of grant.

Reporting Owners

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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.