

INFINERA CORP  
Form 4  
November 24, 2014

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

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

(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)  
11/24/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	11/24/2014		S(13)	10,000 D 13.5036 (14)	252,717	I	See Footnote (2)
Common Stock	11/24/2014		S(15)	20,000 D 13.4908 (16)	320,000	I	See Footnote (4)
Common Stock					319,493	I	See Footnote (1)
Common					553,750	I	See

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Stock						Footnote (3)
Common Stock		2,500	I			See Footnote (5)
Common Stock		14,132	D			

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

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SEC 1474  
(9-02)

**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. F. Der Sec (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2					(6) 08/08/2016	Common Stock	50,000	
Employee Stock Option (Right to Buy)	\$ 2					(6) 08/08/2016	Common Stock	137,500	
Employee Stock Option (Right to Buy)	\$ 8.19					(6) 11/23/2016	Common Stock	75,000	
Employee Stock Option	\$ 7.61					(6) 06/06/2017	Common Stock	29,214	

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(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>(6)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(6)</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	<u>(6)</u>	02/10/2021	Common Stock	39,465
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(6)</u>	02/10/2021	Common Stock	41,535

Buy)

Restricted Stock Units	<u>(7)</u>	<u>(8)</u>	<u>(8)</u>	Common Stock	26,333
Restricted Stock Units	<u>(7)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	71,250
Restricted Stock Units	<u>(7)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	40,000
Restricted Stock Units	<u>(7)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	36,000
Restricted Stock Units	<u>(7)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	62,770

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch David F C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X		President	

## Signatures

/s/ Michael Post, by Power of  
Attorney

11/24/2014

\_\_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).
- (1) These shares are held directly by LRFA, LLC, for which Dr. Welch is the sole managing member.
- (2) These shares are held directly by The Welch Family Trust u/a dtd 04/03/1996 ("The Welch Family Trust").
- (3) These shares are held directly by SEI Private Trust Company, Trustee of The Welch Family Heritage Trust I u/I dated 9/24/01.
- (4) These shares are held directly by The Welch Group, L.P., for which Dr. Welch is the general partner ("The Welch Group").  
These shares are held directly by Dr. Welch as a trustee for his children. Dr. Welch disclaims beneficial ownership of the shares held in trust for his children, and this report shall not be deemed an admission that Dr. Welch is the beneficial owner of the shares held in trust for his children for purposes of Section 16 or for any other purpose.
- (5) These shares are held directly by Dr. Welch as a trustee for his children. Dr. Welch disclaims beneficial ownership of the shares held in trust for his children, and this report shall not be deemed an admission that Dr. Welch is the beneficial owner of the shares held in trust for his children for purposes of Section 16 or for any other purpose.
- (6) This option is fully-vested.
- (7) Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of Infinera Corporation (the "Company").

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- (8) These RSUs vest in three annual installments beginning on February 5, 2013.
- (9) These RSUs fully vest on December 31, 2014.
- (10) These RSUs vest in three annual installments beginning on February 5, 2014.
- (11) These RSUs vest in four annual installments beginning on August 5, 2014.
- (12) These RSUs vest in three annual installments beginning on May 5, 2015.
- (13) This sale was made in connection with the Rule 10b5-1 Trading Plan for The Welch Family Trust, which was adopted on May 29, 2014.  
This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$13.42 to \$13.645 per share. Upon request by the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, Dr. Welch will provide full information regarding the number of shares sold at each separate price.
- (14) This sale was made in connection with the Rule 10b5-1 Trading Plan for The Welch Group, which was adopted on May 29, 2014.  
This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$13.415 to \$13.645 per share. Upon request by the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, Dr. Welch will provide full information regarding the number of shares sold at each separate price.
- (15) This sale was made in connection with the Rule 10b5-1 Trading Plan for The Welch Group, which was adopted on May 29, 2014.  
This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$13.415 to \$13.645 per share. Upon request by the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, Dr. Welch will provide full information regarding the number of shares sold at each separate price.
- (16) This sale was made in connection with the Rule 10b5-1 Trading Plan for The Welch Group, which was adopted on May 29, 2014.  
This price represents the weighted average sale price of the shares sold in multiple transactions at prices ranging from \$13.415 to \$13.645 per share. Upon request by the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, Dr. Welch 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.