Edgar Filing: Brennan Ita M - Form 4

| Brennan Ita N | M | | | | | | | | | | |
|---|-------------------------|---|--|--|---|------------------|------------|---|--|---|--|
| Form 4 | 010 | | | | | | | | | | |
| October 05, 2 | _ | | | | | | | | | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISS Washington, D.C. 20549 | | | | | | | COMMISSION | OMB 3235-02 Number: | | | |
| Check thi if no long subject to Section 10 Form 4 or | er STATE 6. | ox STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | | | | |
| Form 5 obligation may conti <i>See</i> Instru 1(b). | ^{is} Section 1 | (20(h) at the Investment Company Act at 10/0 | | | | | | | | | |
| (Print or Type R | lesponses) | | | | | | | | | | |
| Brennan Ita M Syn | | | Symbol | 2. Issuer Name and Ticker or Trading Symbol NFINERA CORP [INFN] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | | (Chec | k all applicable) | | |
| C/O INFINE CORPORAT DRIVE | ERA ΓΙΟΝ, 169 JAV | VA | (Month/D 10/01/20 | - | | | | Director X Officer (give below) Chief | | o Owner er (specify er | |
| | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | |
| SUNNYVA | LE, CA 94089 | | | | | | | | Aore than One Re | | |
| (City) | (State) | (Zip) | Table | e I - Non-D | erivative S | Securi | ities Acc | uired, Disposed of | f, or Beneficial | ly Owned | |
| 1.Title of Security (Instr. 3) | any | | med on Date, if Day/Year) | 3. Transactic Code (Instr. 8) | Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5) | | | Securities Beneficially Owned | 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 | Transaction(s) (Instr. 3 and 4) | | | |
| Common Stock | 10/01/2010 | | | М | 1,760 | А | \$0 | 7,842 (1) | D | | |
| Common Stock | 10/01/2010 | | | F | 645 | D | \$ 11.8 | 7,197 | 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)

| 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) | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Pr Deri Secu (Inst |
|---|---|---|---|---------------------------------------|-----|-------|--|--------------------|---|-------------------------------------|--------------------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Restricted stock units | (2) | 10/01/2010 | | М | | 1,760 | (3) | (3) | Common Stock | 1,760 | ç |
| Restricted stock units | <u>(2)</u> | | | | | | <u>(4)</u> | (4) | Common Stock | 7,150 | |
| Restricted stock units | (2) | | | | | | (5) | (5) | Common Stock | 11,057 | |
| Restricted stock units | (2) | | | | | | (6) | (6) | Common Stock | 12,500 | |
| Restricted stock units | (2) | | | | | | (7) | (7) | Common Stock | 16,500 | |
| Restricted stock units | (2) | | | | | | (8) | (8) | Common Stock | 4,050 | |
| Restricted stock units | (2) | | | | | | <u>(9)</u> | <u>(9)</u> | Common Stock | 37,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|-----------|-------------------------|-------|--|--|--|--|
| 1 | Director | 10% Owner | r Officer | Other | | | | |
| Brennan Ita M C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089 | | | Chief Financial Officer | | | | | |
| Signatures | | | | | | | | |
| /s/ Michael O. McCarthy, by power attorney | of | 10 | /05/2010 | | | | | |

**Signature of Reporting Person

Date

2

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) Includes 516 shares acquired under the Infinera Corporation Employee Stock Purchase Plan on August 16, 2010.
- (2) Each restricted stock unit represents a contingent right to receive one share of INFN common stock.
- (3) The remaining restricted stock units vest in two equal annual installments beginning on October 1, 2011.
- (4) The restricted stock units vest in ten equal quarterly installments beginning on November 5, 2010.
- (5) The restricted stock units vest in fourteen equal quarterly installments beginning on November 5, 2010.
- (6) The restricted stock units fully vest on December 31, 2010.
- (7) The restricted stock units fully vest on April 1, 2011.
- (8) The restricted stock units vest in three equal annual installments beginning on April 1, 2011.
- (9) The restricted stock units vest in four equal annual installments beginning on July 1, 2011.

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.