Welch David F
Form 4
July 21, 2017

FORM 4

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

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

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).

(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)
07/19/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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	07/19/2017		S[(1)]		1,700	D	$ 12	777,242	I	See Footnote [(2)]
Common Stock	07/19/2017		S[(3)]		1,700	D	$ 12	292,293	I	See Footnote [(4)]
Common Stock	07/19/2017		S[(5)]		1,600	D	$ 12	528,150	I	See Footnote [(6)]
Common								140,000	I	See

Stock					Footnote (7)
Common Stock			2,500	I	See Footnote (8)

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. 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. D Der Sec (Ins
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 7.61							(9)	02/28/2018	Common Stock	2,817	
Employee Stock Option (Right to Buy)	$ 7.61							(9)	02/28/2018	Common Stock	81,683	
Employee Stock Option (Right to Buy)	$ 7.11							(9)	02/10/2019	Common Stock	100,000	
Employee Stock Option (Right to Buy)	$ 7.45							(9)	08/10/2019	Common Stock	150,000	

Employee Stock Option (Right to Buy)	$ 8.58			(9)	02/10/2021	Common Stock	20,250
Employee Stock Option (Right to Buy)	$ 8.58			(9)	02/10/2021	Common Stock	60,750
Employee Stock Option (Right to Buy)	$ 8.58			(9)	02/10/2021	Common Stock	39,465
Employee Stock Option (Right to Buy)	$ 8.58			(9)	02/10/2021	Common Stock	41,535
Restricted Stock Units	(10)			(11)	(11)	Common Stock	12,000
Restricted Stock Units	(10)			(12)	(12)	Common Stock	9,590
Restricted Stock Units	(10)			(13)	(13)	Common Stock	14,385
Restricted Stock Units	(10)			(14)	(14)	Common Stock	65,137
Restricted Stock Units	(10)			(15)	(15)	Common Stock	114,831

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	07/21/2017
**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 made in connection with a Rule 10b5-1 Trading Plan for The Welch Family Trust u/a dtd 04/03/1996 ("The Welch Family Trust").
(2)	These shares are held directly by The Welch Family Trust, for which Dr. Welch is a trustee.
(3)	This sale was made in connection with a Rule 10b5-1 Trading Plan for LRFA, LLC ("LRFA").
(4)	These shares are held directly by LRFA, for which Dr. Welch is the sole managing member.
(5)	This sale was made in connection with a Rule 10b5-1 Trading Plan for SEI Private Trust Company, Trustee of The Welch Family Heritage Trust I u/I dated 9/24/01 ("The Welch Family Heritage Trust").
(6)	These shares are held directly by The Welch Family Heritage Trust, for which Dr. Welch is a trustee.
(7)	These shares are held directly by The Welch Group, L.P., for which Dr. Welch is a general partner.
(8)	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.
(9)	This option is fully-vested.
(10)	Each restricted stock unit ("RSU") represents a contingent right to receive one share of common stock of Infinera Corporation.
(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, 2016.
(13)	These RSUs vest in full on May 5, 2018.
(14)	These RSUs vest in four annual installments beginning on May 5, 2017.
(15)	These RSUs vest in four annual installments beginning on May 5, 2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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