INFINERA CORP
Form 4
February 07, 2012

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

OMB Number:	3235-0287
Expires:	January 31, 2005
Estimated average burden hours per response...	0.5

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 *
MCCARTHY MICHAEL O III

(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)
02/05/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Legal & Admin Officer

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	02/05/2012		M		11,000	A	$ 0	44,047	D	
Common Stock	02/05/2012		F		3,515	D	$ 8.38	40,532	D	

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.

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	$ 1.84							(1)	05/15/2013	Common Stock	1,319
Employee Stock Option (Right to Buy)	$ 1.32							(2)	11/28/2015	Common Stock	7,996
Employee Stock Option (Right to Buy)	$ 2							(3)	08/08/2016	Common Stock	8,703
Employee Stock Option (Right to Buy)	$ 2							(3)	08/08/2016	Common Stock	11,805
Employee Stock Option (Right to Buy)	$ 7.11							(4)	02/10/2019	Common Stock	45,309
Employee Stock Option (Right to Buy)	$ 7.45							(5)	08/10/2019	Common Stock	51,040
Employee Stock Option (Right to	$ 8.19							(6)	11/23/2016	Common Stock	56,250

Buy)									
Employee Stock Option (Right to Buy)	$ 7.61					(7)	06/06/2017	Common Stock	25,642
Employee Stock Option (Right to Buy)	$ 7.61					(7)	06/06/2017	Common Stock	29,355
Employee Stock Option (Right to Buy)	$ 7.61					(8)	02/28/2018	Common Stock	2,886
Employee Stock Option (Right to Buy)	$ 7.61					(8)	02/28/2018	Common Stock	59,780
Employee Stock Option (Right to Buy)	$ 8.58					(9)	02/10/2021	Common Stock	38,577
Employee Stock Option (Right to Buy)	$ 8.58					(9)	02/10/2021	Common Stock	26,423
Restricted Stock Units	(10)	02/05/2012		M	11,000	(11)	(11)	Common Stock	22,000
Restricted Stock Units	(10)					(12)	(12)	Common Stock	64,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTHY MICHAEL O III C/O INFINERA CORPORATION 140 CASPIAN COURT			Chief Legal & Admin Officer	

SUNNYVALE, CA 94089

Signatures

/s/ Michael O. McCarthy III	02/07/2012
**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 fully vested on May 5, 2007.

(2) The option fully vested on July 26, 2009.

(3) The option fully vested on June 28, 2010.

(4) The option fully vested on February 10, 2011.

(5) The option fully vested on August 10, 2011.

(6) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on November 23, 2009.

(7) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on February 5, 2010.

(8) The option vests and becomes exercisable in forty-eight equal monthly installments beginning on February 5, 2010.

(9) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on February 10, 2011.

(10) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.

(11) The RSUs vest in three equal annual installments beginning on February 5, 2012.

(12) The RSUs vest in three equal annual installments beginning on February 5, 2013.

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.