Martin Ronald D
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

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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 *
Martin Ronald D

(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)
Senior VP, Worldwide Sales

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		8,334	A	$ 0	17,526	D	
Common Stock	02/05/2012		F		2,555	D	$ 8.38	14,971	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. 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 I S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)							(2)	(2)	Common Stock	12,500	
Employee Stock Option (Right to Buy)	$ 6.97							(3)	08/03/2019	Common Stock	580	
Employee Stock Option (Right to Buy)	$ 6.97							(4)	08/03/2019	Common Stock	36,920	
Restricted Stock Units	(1)	02/05/2012		M			8,334	(5)	(5)	Common Stock	16,666	
Employee Stock Option (Right to Buy)	$ 8.19							(6)	11/23/2016	Common Stock	3,144	
Employee Stock Option (Right to Buy)	$ 8.19							(6)	11/23/2016	Common Stock	11,441	
Employee Stock Option (Right to Buy)	$ 8.58							(7)	02/10/2021	Common Stock	7,607	
Employee Stock	$ 8.58							(7)	02/10/2021	Common Stock	41,393	

Option (Right to Buy)						
Restricted Stock Units	(1)		(8)	(8)	Common Stock	56,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Martin Ronald D C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			Senior VP, Worldwide Sales	

Signatures

/s/ Michael O. McCarthy III, by Power of Attorney	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) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.

(2) The RSUs vest in three equal annual installments beginning on August 5, 2011.

(3) The option fully vested on December 3, 2010.

(4) One-half of the shares subject to the option vest on August 3, 2010 with the remaining shares vesting in thirty-six equal monthly installments beginning on September 3, 2010.

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

(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 10, 2011.

(8) 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.
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