

Martin Ronald D
Form 4
August 20, 2012

FORM 4

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

OMB APPROVAL

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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 *
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)
08/16/2012

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)
Senior VP, Worldwide Sales

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
							\$
Common Stock	08/16/2012		S		4,596	D	5.82
							(8)
							14,971
							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)

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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. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	6,250
Employee Stock Option (Right to Buy)	\$ 6.97					<u>(3)</u>	08/03/2019	Common Stock	580
Employee Stock Option (Right to Buy)	\$ 6.97					<u>(3)</u>	08/03/2019	Common Stock	36,920
Restricted Stock Units	<u>(1)</u>					<u>(4)</u>	<u>(4)</u>	Common Stock	16,666
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(5)</u>	11/23/2016	Common Stock	3,144
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(5)</u>	11/23/2016	Common Stock	11,441
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(6)</u>	02/10/2021	Common Stock	7,607
Employee Stock Option	\$ 8.58					<u>(6)</u>	02/10/2021	Common Stock	41,393

(Right to Buy)						
Employee Stock Option	\$ 8.58		<u>(3)</u>	02/10/2021	Common Stock	12,250
(Right to Buy)						
Restricted Stock Units	<u>(1)</u>		<u>(7)</u>	<u>(7)</u>	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 08/20/2012

 **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 annual installments beginning on August 5, 2011.
- (3) The option is fully vested.
- (4) The RSUs vest in three annual installments beginning on February 5, 2012.
- (5) The option vests and becomes exercisable in thirty-six monthly installments beginning on November 23, 2009.
- (6) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (7) The RSUs vest in three annual installments beginning on February 5, 2013.

This price represents the weighted average sale price of the shares sold ranging from \$5.82 to \$5.825 per share. Upon request by the

- (8) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person 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.

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