

INFINERA CORP  
Form 4  
May 18, 2012

**FORM 4**

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

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).

**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 \*  
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)  
05/17/2012

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)  
Chief Legal & Admin Officer

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	05/17/2012		M		1,319	A	\$ 1.84
					44,851	(14)	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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 1.84	05/17/2012		M	1,319	<u>(1)</u> 05/15/2013	Common Stock	1,319	
Employee Stock Option (Right to Buy)	\$ 1.32					<u>(2)</u> 11/28/2015	Common Stock	7,996	
Employee Stock Option (Right to Buy)	\$ 2					<u>(3)</u> 08/08/2016	Common Stock	8,703	
Employee Stock Option (Right to Buy)	\$ 2					<u>(3)</u> 08/08/2016	Common Stock	11,805	
Employee Stock Option (Right to Buy)	\$ 7.11					<u>(4)</u> 02/10/2019	Common Stock	45,309	
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(5)</u> 08/10/2019	Common Stock	51,040	
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(6)</u> 11/23/2016	Common Stock	56,250	

Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	06/06/2017	Common Stock	25,642
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	06/06/2017	Common Stock	29,355
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(8)</u>	02/28/2018	Common Stock	2,886
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(8)</u>	02/28/2018	Common Stock	59,780
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(9)</u>	02/10/2021	Common Stock	38,577
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(9)</u>	02/10/2021	Common Stock	26,423
Restricted Stock Units	<u>(10)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	22,000
Restricted Stock Units	<u>(10)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	64,000
Restricted Stock Units	<u>(10)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	47,500

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other  
 Chief Legal & Admin Officer

MCCARTHY MICHAEL O III  
C/O INFINERA CORPORATION  
140 CASPIAN COURT  
SUNNYVALE, CA 94089

## Signatures

/s/ Michael O.  
McCarthy III

05/18/2012

\_\_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 monthly installments beginning on November 23, 2009.
- (7) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 5, 2010.
- (8) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (9) The option vests and becomes exercisable in thirty-six 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 annual installments beginning on February 5, 2012.
- (12) The RSUs vest in three annual installments beginning on February 5, 2013.
- (13) The RSUs vest as to 100% on December 31, 2014.
- (14) Includes 3,000 shares acquired under the Company's 2007 Employee Stock Purchase Plan on February 15, 2012.

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.