Martin Ronald D Form 4 August 20, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Addr Martin Ronald	•	ing Person *	2. Issuer Name and Ticker or Trading Symbol INFINERA CORP [INFN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) C/O INFINERA CORPORATIO COURT	_	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/16/2012	Director 10% Owner Senior VP, Worldwide Sales			
(Street) SUNNYVALE, CA 94089			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(C	ity)	(State)	(Z	лр)		Table	e I - Non-Do	erivati	ive Se	curiti	es A	cqı	aire	d, Dispo	sed of,	or Bene	eficiall	y Owned	İ
	_				_	_	_								_				

1.Title of Security	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transactio	4. Securities A	*	5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect
(Instr. 3)	, ,	any	Code	* ′		Beneficially	(D) or	Beneficial
		(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership
						Following	(Instr. 4)	(Instr. 4)
				(A)	`	Reported		
				or	,	Transaction(s)		
			Code V	Amount (D) Price	(Instr. 3 and 4)		
Common					\$			
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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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)	TransactionNumber			ate	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	
Restricted Stock Units	<u>(1)</u>					(2)	(2)	Common Stock	6,250	
Employee Stock Option (Right to Buy)	\$ 6.97					(3)	08/03/2019	Common Stock	580	
Employee Stock Option (Right to Buy)	\$ 6.97					(3)	08/03/2019	Common Stock	36,920	
Restricted Stock Units	(1)					<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					(5)	11/23/2016	Common Stock	11,441	
Employee Stock Option (Right to Buy)	\$ 8.58					(6)	02/10/2021	Common Stock	7,607	
Employee Stock Option	\$ 8.58					<u>(6)</u>	02/10/2021	Common Stock	41,393	

8. Pr Deriv Secu (Inst

(Right to Buy)

Employee

Stock

Common (3) 02/10/2021 Option \$ 8.58 12,250 Stock

(Right to Buy)

Restricted

Common (7) <u>(1)</u> (7) 56,000 Stock Stock Units

Reporting Owners

Relationships Reporting Owner Name / Address

> 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
- 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. 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.

Reporting Owners 3