Welch David F Form 4 November 13, 2012

Common

Stock

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 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 Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Welch David F Issuer Symbol INFINERA CORP [INFN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify C/O INFINERA 11/13/2012 below) CORPORATION, 140 CASPIAN EVP, Chief Strategy Officer **COURT** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SUNNYVALE, CA 94089 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership (Month/Day/Year) **Following** (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common $17,553 \ \frac{(15)}{}$ D Stock See Common Ι Footnote 1,099,493 Stock (1) See Common Footnote 174,614 I Stock (2)

See

Footnote

553,750

I

Common Stock Common Stock						500 2,5	0,000	I I	(3) See Footnote (4) See Footnote (5)	
Reminder: Re	port on a sepa	rate line for each class	of securities benefic	Persons informat required	who resion cont	spond ained ond u	to the collection this form this form the collection the collectio	are not rm	SEC 1474 (9-02)	
			ive Securities Acqui ts, calls, warrants, o					ı		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		Code Securities		ve es d (A) sed of	6. Date Exerc Expiration D (Month/Day/	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
Employee Stock Option (Right to Buy)	\$ 2						<u>(6)</u>	08/08/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 2						<u>(6)</u>	08/08/2016	Common Stock	137,500
Employee Stock Option (Right to Buy)	\$ 7.11						<u>(6)</u>	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 7.45						<u>(6)</u>	08/10/2019	Common Stock	150,000

Employee Stock Option (Right to Buy)	\$ 8.19	<u>(7)</u>	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(8)</u>	06/06/2017	Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61	(8)	06/06/2017	Common Stock	101,342
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(9)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(9)</u>	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 8.58	(10)	02/10/2021	Common Stock	39,465
Employee Stock Option (Right to Buy)	\$ 8.58	(10)	02/10/2021	Common Stock	41,535
Restricted Stock Units	(11)	(12)	(12)	Common Stock	27,333
Restricted Stock Units	<u>(11)</u>	(13)	<u>(13)</u>	Common Stock	79,000
Restricted Stock Units	<u>(11)</u>	(14)	(14)	Common Stock	128,250
Employee Stock	\$ 8.58	<u>(6)</u>	02/10/2021	Common Stock	20,250

Option (Right to Buy)

Employee

Stock

Option \$ 8.58 11/13/2012 A 60,750 (16) 02/10/2021 Common Stock 60,750

(Right to Buy)

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Welch David F C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089

EVP, Chief Strategy Officer

Signatures

/s/ Michael O. McCarthy III, by Power of Attorney 11/13/2012

**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) Shares held directly by LRFA, LLC of which the Reporting Person is the sole managing member.
- (2) Shares held directly by the Welch Family Trust dated 4/3/96.
- (3) Shares held directly by SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/I dated 9/24/01.
- (4) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.
 - Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of
- (5) the shares held in trust for his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held in trust for his minor children for purposes of Section 16 or for any other purpose.
- (6) The option is fully vested.
- (7) The option vests and becomes exercisable in thirty-six monthly installments beginning on November 23, 2009.
- (8) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 5, 2010.
- (9) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (10) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (11) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (12) The RSUs vest in three annual installments beginning on February 5, 2012.
- (13) The RSUs vest in three annual installments beginning on February 5, 2013.
- (14) The RSUs vest as to 57,000 of the RSUs on December 31, 2013 and 71,250 of the RSUs on December 31, 2014.
- (15) This includes 421 shares acquired under the Company's 2007 Employee Stock Purchase Plan on August 15, 2012.

Reporting Owners 4

(16) This includes performance-based stock options granted on February 10, 2011, in which the award criteria was satisfied in the second half of fiscal year 2012 resulting in the vesting of 75% of the total shares underlying the option. The option is fully vested.

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.