Martin Ronald D Form 4 February 01, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

5. Relationship of Reporting Person(s) to

Form filed by More than One Reporting

response... 0.5

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5

Check this box

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 \*

Martin Ronald D Issuer Symbol INFINERA CORP [INFN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X\_ Officer (give title Other (specify C/O INFINERA 01/30/2012 below) CORPORATION, 140 CASPIAN Senior VP, Worldwide Sales **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

2. Issuer Name and Ticker or Trading

SUNNYVALE, CA 94089

(State)

(Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 5. Amount of 2. Transaction Date 2A. Deemed 3. 4. Securities 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. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common

(City)

9,192 D Stock

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)	4. Transacti Code (Instr. 8)	Securitie	ve es d (A) osed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		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	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						<u>(4)</u>	08/03/2019	Common Stock	36,920
Restricted Stock Units	<u>(1)</u>						<u>(5)</u>	<u>(5)</u>	Common Stock	25,000
Employee Stock Option (Right to Buy)	\$ 8.19						<u>(6)</u>	11/23/2016	Common Stock	3,144
Employee Stock Option (Right to Buy)	\$ 8.19						<u>(6)</u>	11/23/2016	Common Stock	11,441
Employee Stock Option (Right to Buy)	\$ 8.58						<u>(7)</u>	02/10/2021	Common Stock	7,607
Employee Stock Option (Right to Buy)	\$ 8.58						<u>(7)</u>	02/10/2021	Common Stock	41,393

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Restricted

Stock (1) 01/30/2012 A 56,000 (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 02/01/2012

\*\*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. 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.

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