Martin Ronald D Form 4 August 02, 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 if no longer subject to Section 16. Form 4 or Form 5

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

(Print or Type Responses)

1(b).

(Last)

(City)

Common

Stock

See Instruction

1. Name and Address of Reporting Person * Martin Ronald D

(First) (Middle)

C/O INFINERA CORPORATION, 140 CASPIAN **COURT**

(Street)

(State)

SUNNYVALE, CA 94089

2. Issuer Name and Ticker or Trading Symbol

INFINERA CORP [INFN]

3. Date of Earliest Transaction (Month/Day/Year)

07/31/2012

4. If Amendment, Date Original

3.

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify below)

Senior VP, Worldwide Sales

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

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

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

4. Securities

(A)

or

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct (D) or Indirect (I) (Instr. 4)

D

Indirect Beneficial Ownership (Instr. 4)

(9-02)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

14,971

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						(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						(5)	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 (Right to Buy)	\$ 8.58						<u>(6)</u>	02/10/2021	Common Stock	41,393

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Restricted Stock Units	(1)					<u>(7)</u>	<u>(7)</u>	Common Stock	56,000
Employee Stock Option (Right to	\$ 8.58	07/31/2012	,	A	12,250	<u>(8)</u>	02/10/2021	Common Stock	12,250

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 08/02/2012

**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.
- (8) This includes performance-based stock options granted on February 10, 2011, in which the award criteria was satisfied in the first half of fiscal year 2012 resulting in the vesting of 25% 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.

Reporting Owners 3