

Fallon Thomas J
 Form 4
 November 13, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Fallon Thomas J

(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)
 11/13/2012

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)
 President and CEO

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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					474,355 ⁽¹⁴⁾	I	See Footnote ⁽¹⁾
Common Stock					100,672 ⁽¹⁵⁾	I	See Footnote ⁽¹¹⁾
Common Stock					100,672 ⁽¹⁶⁾	I	See Footnote ⁽¹²⁾
Common					20,570	I	See

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Stock

Footnote
(2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (Right to Buy)	\$ 2					<u>(3)</u>	08/08/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 2					<u>(3)</u>	08/08/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 7.11					<u>(3)</u>	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(3)</u>	08/10/2019	Common Stock	150,000
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(4)</u>	11/23/2019	Common Stock	5,595
	\$ 8.19					<u>(4)</u>	11/23/2019		294,400

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Employee Stock Option (Right to Buy)					Common Stock	
Employee Stock Option (Right to Buy)	\$ 8.19	<u>(5)</u>	11/23/2016	Common Stock	75,000	
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(6)</u>	06/06/2017	Common Stock	29,214	
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(6)</u>	06/06/2017	Common Stock	101,340	
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	02/28/2018	Common Stock	2,817	
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	02/28/2018	Common Stock	81,683	
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(8)</u>	02/10/2021	Common Stock	41,279	
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(8)</u>	02/10/2021	Common Stock	201,720	
Restricted Stock Units	<u>(9)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	94,666	
Restricted Stock Units	<u>(9)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	155,000	

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- (13) The RSUs vest in three annual installments beginning on February 5, 2013.
- Includes 149,328 shares previously held directly by Thomas J. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011 and 149,328 shares previously held directly by Shannon F. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011, which were re-registered on August 27, 2012 and are now held directly by the Fallon Family Trust.
- (14) Excludes 149,328 shares previously held directly by Thomas J. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011, which were re-registered on August 27, 2012 and are now held directly by the Fallon Family Trust.
- (15) Excludes 149,328 shares previously held directly by Shannon F. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011, which were re-registered on August 27, 2012 and are now held directly by the Fallon Family Trust.
- (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.
- (17)

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