

Fallon Thomas J
 Form 4
 November 23, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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)
 11/20/2012

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/20/2012 | | P | 40,283 A | \$ 4.441 (13) 514,638 | I | See Footnote (1) |
| Common Stock | 11/21/2012 | | P | 9,717 A | \$ 4.598 (14) 524,355 | I | See Footnote (1) |
| Common Stock | 11/21/2012 | | M | 100,000 A | \$ 2 624,355 | I | See Footnote (1) |
| Common | | | | | 100,672 | I | See |

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| | | | | | | |
|-----------------|--|--|--|---------|---|-------------------------------|
| Stock | | | | | | Footnote <u>(2)</u> |
| Common Stock | | | | 100,672 | I | See Footnote <u>(3)</u> |
| Common Stock | | | | 20,570 | I | See Footnote <u>(4)</u> |

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) | Amount of Number of Shares | |
|---|--|---|---|--------------------------------------|--|--|---|----------------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (Right to Buy) | \$ 2 | 11/21/2012 | | M | 50,000 | <u>(5)</u> 08/08/2016 | Common Stock | 50,000 | |
| Employee Stock Option (Right to Buy) | \$ 2 | 11/21/2012 | | M | 50,000 | <u>(5)</u> 08/08/2016 | Common Stock | 50,000 | |
| Employee Stock Option (Right to Buy) | \$ 8.19 | | | | | <u>(5)</u> 11/23/2016 | Common Stock | 75,000 | |
| Employee Stock Option (Right to Buy) | \$ 7.11 | | | | | <u>(5)</u> 02/10/2019 | Common Stock | 100,000 | |

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| | | | | | |
|--|-------------|-------------|-------------|-----------------|---------|
| Employee Stock Option (Right to Buy) | \$ 7.45 | <u>(5)</u> | 08/10/2019 | Common Stock | 150,000 |
| Employee Stock Option (Right to Buy) | \$ 8.19 | <u>(6)</u> | 11/23/2019 | Common Stock | 5,595 |
| Employee Stock Option (Right to Buy) | \$ 8.19 | <u>(6)</u> | 11/23/2019 | Common Stock | 294,405 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | <u>(7)</u> | 06/06/2017 | Common Stock | 29,214 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | <u>(7)</u> | 06/06/2017 | Common Stock | 101,342 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | <u>(8)</u> | 02/28/2018 | Common Stock | 2,817 |
| Employee Stock Option (Right to Buy) | \$ 7.61 | <u>(8)</u> | 02/28/2018 | Common Stock | 81,683 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | <u>(9)</u> | 02/10/2021 | Common Stock | 41,279 |
| Employee Stock Option (Right to Buy) | \$ 8.58 | <u>(9)</u> | 02/10/2021 | Common Stock | 201,721 |
| | <u>(10)</u> | <u>(11)</u> | <u>(11)</u> | | 94,666 |

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- (8) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (9) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (10) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (11) The RSUs vest in three annual installments beginning on February 5, 2012.
- (12) The RSUs vest in three annual installments beginning on February 5, 2013.

This price represents the weighted average purchase price of the shares ranging from \$4.436 to \$4.46 per share. Upon request by the
- (13) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price.

This price represents the weighted average purchase price of the shares ranging from \$4.5976 to \$4.60 per share. Upon request by the
- (14) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price.

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