Fallon Thomas J Form 4 November 23, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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if no longer

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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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Fallon Thomas J			2. Issuer Name and Ticker or Trading Symbol INFINERA CORP [INFN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(First) (Middle)		3. Date of Earliest Transaction	(Check all applicable)		
C/O INFINERA CORPORATION, 140 CASPIAN COURT		ASPIAN	(Month/Day/Year) 11/20/2012	Director 10% Owner Other (specify below) President and CEO		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
SUNNYVALE, CA 94089			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative S	ecurit	ies Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securities omr Disposed (Instr. 3, 4	d of (L))	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
Common Stock	11/21/2012		P	9,717	A	\$ 4.598 (14)	524,355	I	See Footnote
Common Stock	11/21/2012		M	100,000	A	\$ 2	624,355	I	See Footnote (1)
Common							100,672	I	See

			-							
Stock									Footnote (2)	
Common Stock							100,672	I	See Footnote (3)	
Common Stock						:	20,570	I	See Footnote	
Reminder: Re	port on a sepai	rate line for each class	of securities benefic	Persons informati required	who tion c I to re a cu	respond ontained spond u	to the collection this form this form the state of the collection	are not m	EC 1474 (9-02)	
			ive Securities Acqui ts, calls, warrants, o							
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. Transactic Code (Instr. 8)	Secur Secur Acqu or Di (D)	rities aired (A) sposed of : 3, 4,	6. Date Exerc Expiration D (Month/Day/	ate	7. Title and 2. Underlying 3 (Instr. 3 and	Securities
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Employee Stock Option (Right to Buy)	\$ 2	11/21/2012		M		50,000	(5)	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

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	(8)	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	(8)	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>	(11)	(11)		94,666

Restricted Stock Units				Common Stock	
Restricted Stock Units	<u>(10)</u>	(12)	<u>(12)</u>	Common Stock	155,000
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(5)</u>	02/10/2021	Common Stock	60,750
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(5)</u>	02/10/2021	Common Stock	182,250

Reporting Owners

Reporting Owner Name / Address	Relationships					
. 0	Director	10% Owner	Officer	Other		
Fallon Thomas J						
C/O INFINERA CORPORATION			President and CEO			
140 CASPIAN COURT			riesident and CEO			

Signatures

SUNNYVALE, CA 94089

/s/ Michael O. McCarthy III, by Power of Attorney 11/23/2012

**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 the Fallon Family Revocable Trust dated 9/7/94 for which the Reporting Person serves as trustee.
- (2) Shares held directly by Thomas J. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011 for which the Reporting Person serves as trustee.
- (3) Shares held directly by Shannon F. Fallon, Trustee of Thomas J. Fallon 2011 Annuity Trust A dated August 1, 2011 for which the Reporting Person serves as trustee.
- Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of the shares held in trusts 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 trusts for his minor children for purposes of Section 16 or for any other purpose.
- (5) The option is fully vested.
- (6) The option vests and becomes exercisable in forty-eight monthly installments beginning on November 23, 2009.
- (7) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 5, 2010.

Reporting Owners 4

- (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 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.

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.