

Martin Ronald D
Form 4
February 04, 2013

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

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

(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)
01/31/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ 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
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)
			Code	V	Amount (A) or (D)	Price	
Common Stock	01/31/2013		M		33,250	A \$ 0	52,817 D
Common Stock	01/31/2013		F		9,096	D \$ 7.13	43,721 D
Common Stock	01/31/2013		M		11,500 (7)	A \$ 0	55,221 D
Common Stock	01/31/2013		F		3,146	D \$ 7.13	52,075 D

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

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SEC 1474
(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 Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	01/31/2013		M	6,250	<u>(2)</u> <u>(2)</u>	Common Stock 0
Employee Stock Option (Right to Buy)	\$ 6.97					<u>(3)</u> 08/03/2019	Common Stock 580
Employee Stock Option (Right to Buy)	\$ 6.97					<u>(3)</u> 08/03/2019	Common Stock 36,920
Restricted Stock Units	<u>(1)</u>	01/31/2013		M	8,333	<u>(4)</u> <u>(4)</u>	Common Stock 0
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(3)</u> 11/23/2016	Common Stock 3,144
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(3)</u> 11/23/2016	Common Stock 11,441
Employee Stock Option	\$ 8.58					<u>(3)</u> 02/10/2021	Common Stock 12,250

(Right to
Buy)Employee
Stock

Option \$ 8.58

(Right to
Buy)(3)

02/10/2021

Common
Stock

36,750

Employee
Stock

Option \$ 8.58

(Right to
Buy)(5)

02/10/2021

Common
Stock

7,607

Employee
Stock

Option \$ 8.58

(Right to
Buy)(5)

02/10/2021

Common
Stock

41,393

Restricted

Stock

(1)

01/31/2013

M

18,667

(6)(6)Common
Stock

0

Units

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

02/04/2013

 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 February 10, 2011.

(6) The RSUs vest in three annual installments beginning on February 5, 2013.

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(7) This includes performance-based RSUs granted in 2012 in which the award criteria was accelerated in 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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