

Martin Ronald D
Form 4
August 20, 2012

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)
08/16/2012

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 ____ Other (specify
below) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
							\$
Common Stock	08/16/2012		S		4,596	D	5.82
							(8)
							14,971
							D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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. 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)		8. Pri Deriv Secur (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>					<u>(2)</u>	<u>(2)</u>	Common Stock	6,250	
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>					<u>(4)</u>	<u>(4)</u>	Common Stock	16,666	
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(5)</u>	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	\$ 8.58					<u>(6)</u>	02/10/2021	Common Stock	41,393	

(Right to
Buy)Employee
Stock

Option \$ 8.58

(Right to
Buy)

Restricted

Stock (1)

Units

(3)

02/10/2021

Common
Stock

12,250

(7)

(7)

Common
Stock

56,000

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

08/20/2012

**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.

This price represents the weighted average sale price of the shares sold ranging from \$5.82 to \$5.825 per share. Upon request by the

(8) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold 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.

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