

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
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Welch David F	INFINERA CORP [INFN]	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Chief Strategy Officer
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
C/O INFINERA CORPORATION, 140 CASPIAN COURT	1/30/2013	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
SUNNYVALE, CA 94089		<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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								17553	D	
Common Stock								1099493	I	See Footnote (1)
Common Stock								198357	I	See Footnote (2)
Common Stock								553750	I	See Footnote (3)
Common Stock								500000	I	See Footnote (4)
Common Stock								2500	I	See Footnote (5)

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$2						(6)	8/8/2016	Common Stock	50000		50000	D	
Employee Stock Option (Right to Buy)	\$2						(6)	8/8/2016	Common Stock	137500		137500	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction (s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$8.19						(6)	11/23/2016	Common Stock	75000		75000	D	
Employee Stock Option (Right to Buy)	\$7.61						(6)	6/6/2017	Common Stock	29214		29214	D	
Employee Stock Option (Right to Buy)	\$7.61						(6)	6/6/2017	Common Stock	101342		101342	D	
Employee Stock Option (Right to Buy)	\$7.61						(7)	2/28/2018	Common Stock	2817		2817	D	
Employee Stock Option (Right to Buy)	\$7.61						(7)	2/28/2018	Common Stock	81683		81683	D	
Employee Stock Option (Right to Buy)	\$7.11						(6)	2/10/2019	Common Stock	100000		100000	D	
Employee Stock Option (Right to Buy)	\$7.45						(6)	8/10/2019	Common Stock	150000		150000	D	
Employee Stock Option (Right to Buy)	\$8.58						(6)	2/10/2021	Common Stock	20250		20250	D	
Employee Stock Option (Right to Buy)	\$8.58						(6)	2/10/2021	Common Stock	60750		60750	D	
Employee Stock Option (Right to Buy)	\$8.58						(8)	2/10/2021	Common Stock	39465		39465	D	
Employee Stock Option (Right to Buy)	\$8.58						(8)	2/10/2021	Common Stock	41535		41535	D	
Restricted Stock Units	(9)						(10)	(10)	Common Stock	27333		27333	D	
Restricted Stock Units	(9)						(11)	(11)	Common Stock	79000		79000	D	
Restricted Stock Units	(9)						(12)	(12)	Common Stock	128250		128250	D	
Restricted Stock Units	(9)	1/30/2013		A		60000	(13)	(13)	Common Stock	60000	\$0	60000	D	

Explanation of Responses:

- (1) Shares held directly by LRFA, LLC of which the Reporting Person is the sole managing member.
- (2) Shares held directly by the Welch Family Trust dated 4/3/96.
- (3) Shares held directly by SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/I dated 9/24/01.
- (4) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.
- (5) 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 trust 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 trust for his minor children for purposes of Section 16 or for any other purpose.
- (6) The option is fully vested.
- (7) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (8) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (9) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (10) The RSUs vest in three annual installments beginning on February 5, 2012.
- (11) The RSUs vest in three annual installments beginning on February 5, 2013.

(12) The RSUs vest as to 57,000 of the RSUs on December 31, 2013 and 71,250 of the RSUs on December 31, 2014.

(13) The RSUs vest in three annual installments beginning on February 5, 2014.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch David F C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			EVP, Chief Strategy Officer	

Signatures

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

2/5/2013

** Signature of Reporting Person

Date

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

* 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).

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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