

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)
Brennan Ita M	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) Chief Financial Officer
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	
C/O INFINERA CORPORATION, 140 CASPIAN COURT	10/1/2012	
(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	10/1/2012		M		1760	A	\$0
Common Stock	10/1/2012		F		646	D	\$5.48

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$2							(1)	9/7/2016	Common Stock	3125
Employee Stock Option (Right to Buy)	\$2							(1)	9/7/2016	Common Stock	2344
Employee Stock Option (Right to Buy)	\$6.71							(1)	3/2/2019	Common Stock	50000
Employee Stock Option (Right to Buy)	\$7.45							(1)	8/10/2019	Common Stock	33000
Employee Stock Option (Right to Buy)	\$8.19							(2)	11/23/2016	Common Stock	37500
Employee Stock Option (Right to Buy)	\$6.9							(3)	6/26/2020	Common Stock	62226
Employee Stock Option (Right to Buy)	\$6.9							(3)	6/26/2020	Common Stock	12774

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)	\$8.58						(4)	2/10/2021	Common Stock	65000		65000	D	
Employee Stock Option (Right to Buy)	\$8.58						(1)	2/10/2021	Common Stock	16250		16250	D	
Restricted Stock Units	(5)	10/1/2012		M		1760	(6)	(6)	Common Stock	0	\$0	0	D	
Restricted Stock Units	(5)						(7)	(7)	Common Stock	1350		1350	D	
Restricted Stock Units	(5)						(8)	(8)	Common Stock	1952		1952	D	
Restricted Stock Units	(5)						(8)	(8)	Common Stock	1430		1430	D	
Restricted Stock Units	(5)						(8)	(8)	Common Stock	2787		2787	D	
Restricted Stock Units	(5)						(9)	(9)	Common Stock	18750		18750	D	
Restricted Stock Units	(5)						(10)	(10)	Common Stock	22000		22000	D	
Restricted Stock Units	(5)						(11)	(11)	Common Stock	64000		64000	D	

Explanation of Responses:

- (1) The option is fully vested.
- (2) The option vests and becomes exercisable in thirty-six monthly installments beginning on November 23, 2009.
- (3) The option vests and becomes exercisable in forty-eight monthly installments beginning on June 26, 2010.
- (4) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (5) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (6) The RSUs vest in five annual installments beginning on October 1, 2007.
- (7) The RSUs vest in five annual installments beginning on April 1, 2008.
- (8) The RSUs vest in sixteen quarterly installments beginning on March 5, 2010.
- (9) The RSUs vest in four annual installments beginning on July 1, 2011.
- (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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Brennan Ita M C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			Chief Financial Officer	

Signatures

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

10/2/2012

** 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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