

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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## 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 Addr	ress of Re	porting l	Person *	2.	Icc	uer Name	and Ti	-1-	T-	di.	a ~ C	hal 5 Dalation	achin of I	Danartina	Dorgon(c)	
1. Name and Address of Reporting Person *					2. Issuer Name <b>and</b> Ticker or Trading Symbol								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
Brennan Ita M	1			I	NF	INERA	COR	P	[ INF	N ]						
(Last)	(First)	(Mid	ldle)	3.	Da	te of Earl	iest Tra	nsa	action (	MM/I	DD/YYY	Y) Directo	or	_	10% O	wner
(Last)	(14151)	(WIIG	idic)									<b>X</b> Offic	er (give title	e below)	Othe	er (specify
C/O INFINER	• A						10/1	1/2	2012			below)		cc•		
			DTANI				10/1	L/ Z	2012			Chief Fin	anciai O	Hicer		
CORPORATI	.ON, 140	UCAS	PIAN													
COURT	(Street)			4	TC	. 1	. D .	_	1	T:1	1	6 T 1: 1	1 7 '	+/C	D'1'	
	, ,					Amendme D/YYYY)	ent, Date	e C	riginai	FIIE	ea	6. Individi Applicable Li		nt/Group I	FIIIng (Ch	eck
SUNNYVALE	L, CA 94	1089										X Form fi	led by One	Reporting Pe	rson	
(City)	(State)	(Zip)	)											than One Rep		n
		Table l	I - Non-I	)eriv	ativ	e Securi	ties Acc	ιui	red, Di	ispo	sed of,	or Beneficially	y Owned			
1.Title of Security				2. Tra	ins.	2A.	3. Trans.		4. Secur			5. Amount of Securi			6. Ownership	7. Nature
(Instr. 3)		Date		Deemed Execution	Code	(Instr. 8)		Acquired (A) Disposed of (I		Following Reported Instr. 3 and 4)	wing Reported Transaction(s)			of Indirect Beneficial		
						Date, if	(Ilisti. 6)		(Instr. 3, 4 and			msu. 3 and 4)	1. 5 and 7)			Ownership
						any				(A)					or Indirect (I) (Instr.	(Instr. 4)
							Code	v	Amount	or (D)	Price				4)	
Common Stock				10/1/	2012		М		1760	A	\$0	7'	7663		D	
Common Stock				10/1/	2012		F		646	D	\$5.48	7	7017		D	
Tahl	e II - Der	eivativa	Securitie	s Ro	nef	cially Ox	vned ( 4	, α	nute	cal	le war	rants, options,	convert	ihle secur	rities)	
		3. Trans.	3A.	4.	$\overline{}$	. Number of	1	_			Ť .			9. Number	10.	11. Nature
	Conversion		Deemed	Trans	.  I	Derivative	Expira			and	Securitie	s Underlying	Derivative		1	of Indirect
(Instr. 3)	or Exercise Price of		Execution Date, if	Code (Instr.		ecurities acquired (A)					Derivativ (Instr. 3 a	ve Security		derivative Securities		Beneficial Ownership
	Derivative		any	8)	c	r Disposed o					(mstr. 5 t	unu 1)	(Instr. 3)	Beneficially	Security:	(Instr. 4)
	Security					D) Instr. 3, 4 an	d							Owned Following	Direct (D) or Indirect	
					5									Reported	(I) (Instr.	
							Date		Expira	tion	m: 1	Amount or		Transaction (s) (Instr. 4)	4)	
E C4				Code	V (	A) (D)		sab	le Date		Title	Number of Shares		(4) ()		
Employee Stock Option (Right to Buy)	\$2						(	1)	9/7/20	)16	Common Stock	n 3125		3125	D	
Employee Stock Option (Right to	\$2						(	1)	9/7/20	)16	Commo	n 2344		2344	D	
Buy)					Щ						Stock					
Employee Stock Option (Right to Buy)	\$6.71						(	1)	3/2/20	)19	Common Stock	50000		50000	D	
Employee Stock Option (Right to	\$7.45						(:	1)	8/10/2	019	Commo	n 33000		33000	D	
Buy)					Ш						Stock					
Employee Stock Option (Right to Buy)	\$8.19						(2	2)	11/23/	2016	Common Stock	n 37500		37500	D	
Employee Stock Option (Right to Buy)	\$6.9						(2	3)	6/26/2	020	Common Stock	n 62226		62226	D	
Employee Stock Option (Right to	\$6.9						(3	3)	6/26/2	020	Common Stock	n 12774		12774	D	

Tak	ole II - Dei	rivative	Securitio	es Be	ne	fici	ally Own	ned ( <i>e.g.</i> ,	, puts, cal	ls, warr	ants, options	, convert	ible secur	ities)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans.	3A. Deemed Execution Date, if	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		í		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	(4)	
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

Kepor ung Owners									
Demonting Oxymon Nome / Address		Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Brennan Ita M									
C/O INFINERA CORPORATION	1								
			Chief Financial Officer						
140 CASPIAN COURT									
SUNNYVALE, CA 94089									

## **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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