

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)
MCCARTHY MICHAEL O III	INFINERA CORP [INFN]	
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	____ Director _____ 10% Owner __ X __ Officer (give title below) _____ Other (specify below) Chief Legal & Admin Officer
C/O INFINERA CORPORATION, 140 CASPIAN COURT	11/13/2012	
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
SUNNYVALE, CA 94089		__ X __ Form filed by One Reporting Person ____ 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					45276 (11)	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	(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$1.84					(1) 5/15/2013	Common Stock 1319		0	D	
Employee Stock Option (Right to Buy)	\$1.32					(1) 11/28/2015	Common Stock 7996		7996	D	
Employee Stock Option (Right to Buy)	\$2					(1) 8/8/2016	Common Stock 8703		8703	D	
Employee Stock Option (Right to Buy)	\$2					(1) 8/8/2016	Common Stock 11805		11805	D	
Employee Stock Option (Right to Buy)	\$7.11					(1) 2/10/2019	Common Stock 45309		45309	D	
Employee Stock Option (Right to Buy)	\$7.45					(1) 8/10/2019	Common Stock 51040		51040	D	
Employee Stock Option (Right to Buy)	\$8.19					(2) 11/23/2016	Common Stock 56250		56250	D	
Employee Stock Option (Right to Buy)	\$7.61					(3) 6/6/2017	Common Stock 25642		25642	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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Buy)															
Employee Stock Option (Right to Buy)	\$7.61							(3)	6/6/2017	Common Stock	29355		29355	D	
Employee Stock Option (Right to Buy)	\$7.61							(4)	2/28/2018	Common Stock	2886		2886	D	
Employee Stock Option (Right to Buy)	\$7.61							(4)	2/28/2018	Common Stock	59780		59780	D	
Employee Stock Option (Right to Buy)	\$8.58							(5)	2/10/2021	Common Stock	38577		38577	D	
Employee Stock Option (Right to Buy)	\$8.58							(5)	2/10/2021	Common Stock	26423		26423	D	
Restricted Stock Units	(6)							(7)	(7)	Common Stock	22000		22000	D	
Restricted Stock Units	(6)							(8)	(8)	Common Stock	64000		64000	D	
Restricted Stock Units	(6)							(9)	(9)	Common Stock	47500		47500	D	
Employee Stock Option (Right to Buy)	\$8.58							(1)	2/10/2021	Common Stock	16250		16250	D	
Employee Stock Option (Right to Buy)	\$8.58	11/13/2012		A		48750		(10)	2/10/2021	Common Stock	48750	\$0	48750	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 thirty-six monthly installments beginning on February 5, 2010.
- (4) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (5) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (6) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (7) The RSUs vest in three annual installments beginning on February 5, 2012.
- (8) The RSUs vest in three annual installments beginning on February 5, 2013.
- (9) The RSUs vest as to 100% on December 31, 2014.
- (10) This includes performance-based stock options granted on February 10, 2011, in which the award criteria was satisfied in the second half of fiscal year 2012 resulting in the vesting of 75% of the total shares underlying the option. The option is fully vested.
- (11) This includes 425 shares acquired under the Company's 2007 Employee Stock Purchase Plan on August 15, 2012.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCARTHY MICHAEL O III C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			Chief Legal & Admin Officer	

Signatures

/s/ Michael O. McCarthy III

11/13/2012

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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