

FORM 4

[] 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP
OF SECURITIES

OMB APPROVAL
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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(f) 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)
GOLDMAN KENNETH A	INFINERA CORP [INFN]	<input checked="" type="checkbox"/> Director _____ 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	____ Officer (give title below) _____ Other (specify below)
C/O INFINERA CORPORATION, 140 CASPIAN COURT	1/1/2012	
(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
(City) (State) (Zip)		<input type="checkbox"/> 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. 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	1/1/2012		A		7500 (11)	A	\$ 0	7500	D	
Common Stock								3051	I	See Footnote (1)
Common Stock								33722	I	See Footnote (2)

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				
Restricted Stock Units	(3)							(4)	(4)	Common Stock	9100		9100	D	
Non-Qualified Stock Option (Right to Buy)	\$7.25							(5)	5/18/2021	Common Stock	17600		17600	D	
Non-Qualified Stock Option (Right to Buy)	\$7.55							(6)	5/19/2020	Common Stock	14500		14500	D	
Non-Qualified Stock Option (Right to Buy)	\$7.45							(7)	8/10/2019	Common Stock	100000		100000	D	
Non-Qualified Stock Option (Right to Buy)	\$13.16							(8)	5/13/2018	Common Stock	12500		12500	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)															
Non-Qualified Stock Option (Right to Buy)	\$13							(9)	6/6/2017	Common Stock	12500		12500	D	
Non-Qualified Stock Option (Right to Buy)	\$2							(10)	8/29/2016	Common Stock	17969		17969	D	

Explanation of Responses:

- (1) Shares held directly by the Goldman-Valeriotte Family Trust u/a/d 11/15/95 for which the Reporting Person serves as trustee.
- (2) Shares held directly by G.V. Partners, L.P. for which the Reporting Person serves as managing member.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (4) The RSUs fully vest on May 18, 2012.
- (5) The option fully vests on May 18, 2012.
- (6) The option fully vested on May 19, 2011.
- (7) The option fully vested on August 10, 2011.
- (8) The option fully vested on May 13, 2009.
- (9) The option fully vested on June 6, 2011.
- (10) The option fully vested on August 29, 2010.
- (11) This includes performance-based RSUs granted in 2009 in which the award criteria was satisfied in 2011.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GOLDMAN KENNETH A C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X			

Signatures/s/ Michael O. McCarthy III, by Power of Attorney1/3/2012

** 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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