

# FORM 4

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

OMB APPROVAL  
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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)
<b>Brennan Ita M</b>	<b>INFINERA CORP [ INFN ]</b>	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
<b>C/O INFINERA CORPORATION, 140 CASPIAN COURT</b>	<b>11/13/2012</b>	<b>Chief Financial Officer</b>
(Street)	4. If Amendment, Date Original Filed (MM/DD/YYYY)	6. Individual or Joint/Group Filing (Check Applicable Line)
<b>SUNNYVALE, CA 94089</b>		<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					77253	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)	\$2					(1) 9/7/2016	Common Stock 3125		3125	D	
Employee Stock Option (Right to Buy)	\$2					(1) 9/7/2016	Common Stock 2344		2344	D	
Employee Stock Option (Right to Buy)	\$6.71					(1) 3/2/2019	Common Stock 50000		50000	D	
Employee Stock Option (Right to Buy)	\$7.45					(1) 8/10/2019	Common Stock 33000		33000	D	
Employee Stock Option (Right to Buy)	\$8.19					(2) 11/23/2016	Common Stock 37500		37500	D	
Employee Stock Option (Right to Buy)	\$6.9					(3) 6/26/2020	Common Stock 62226		62226	D	
Employee Stock Option (Right to Buy)	\$6.9					(3) 6/26/2020	Common Stock 12774		12774	D	
Employee Stock Option (Right to Buy)	\$8.58					(4) 2/10/2021	Common Stock 65000		65000	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)	\$8.58							(1)	2/10/2021	Common Stock	16250		16250	D	
Restricted Stock Units	(5)							(6)	(6)	Common Stock	1350		1350	D	
Restricted Stock Units	(5)							(7)	(7)	Common Stock	1627		1627	D	
Restricted Stock Units	(5)							(7)	(7)	Common Stock	715		715	D	
Restricted Stock Units	(5)							(7)	(7)	Common Stock	2322		2322	D	
Restricted Stock Units	(5)							(8)	(8)	Common Stock	18750		18750	D	
Restricted Stock Units	(5)							(9)	(9)	Common Stock	22000		22000	D	
Restricted Stock Units	(5)							(10)	(10)	Common Stock	64000		64000	D	
Employee Stock Option (Right to Buy)	\$8.58	11/13/2012		A		48750		(11)	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 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 April 1, 2008.
- (7) The RSUs vest in sixteen quarterly installments beginning on March 5, 2010.
- (8) The RSUs vest in four annual installments beginning on July 1, 2011.
- (9) The RSUs vest in three annual installments beginning on February 5, 2012.
- (10) The RSUs vest in three annual installments beginning on February 5, 2013.
- (11) 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.

**Reporting Owners**

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

**Signatures**

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

11/13/2012

\*\*\* 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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