

# 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,  
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<br>(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>7/31/2012</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 (D)  | Price  |   |
| Common Stock                    |                |                                   |                           |   |   | 74952  | 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  |  |

**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  |  |
| Restricted Stock Units                   | (5)  |                |                                   |                           |   |  | (6)                                     | (6)             | Common Stock  | 1350                       |  | 1350  | D  |  |
| Restricted Stock Units                   | (5)  |                |                                   |                           |   |  | (6)                                     | (6)             | Common Stock  | 1760                       |  | 1760  | D  |  |
| Restricted Stock Units                   | (5)  |                |                                   |                           |   |  | (7)                                     | (7)             | Common Stock  | 2278                       |  | 2278  | D  |  |
| Restricted Stock Units                   | (5)  |                |                                   |                           |   |  | (7)                                     | (7)             | Common Stock  | 2145                       |  | 2145  | D  |  |
| Restricted Stock Units                   | (5)  |                |                                   |                           |   |  | (7)                                     | (7)             | Common Stock  | 3251                       |  | 3251  | 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   | 7/31/2012      |                                   | A                         |   | 16250  | (11)                                    | 2/10/2021       | Common Stock  | 16250                      | \$0  | 16250   | 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 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 first half of fiscal year 2012 resulting in the vesting of 25% 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<br/>C/O INFINERA CORPORATION<br/><br/>140 CASPIAN COURT<br/>SUNNYVALE, CA 94089</b> |               |           | <b>Chief Financial Officer</b> |       |

**Signatures**

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

8/2/2012

\*\* 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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