

[ ] 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 Add	dress of Re	porting	Person		2. 18	ssu	er Name	ana 11	CK	er or 11	aui	ng Sym	(Check all		1 0	Person(s)	to issuer	
01111111 1:11 01111111 0 111					INFINERA CORP [ INFN ]								Division	Director 10% Owner				
(Last)	(First) (Middle)				3. Date of Earliest Transaction (MM/DD/YYYY)							DD/YYYY	1)	X _ Officer (give title below)			10% Owner Other (specify	
C/O INICINIE	D.A				2/5/2012								below)				a (speeily	
C/O INFINE CORPORAT		0 6 4 5	DIAN		2/5/2013								Chief Leg	al & Ad	min Offic	er		
CORPORAT	10N, 14	U CAS	PIAN															
COUKI	(Street)				L If	FΔ	mendme	nt Date	. (	)riginal	File	ed	6 Individu	ıal or Ioi	nt/Group I	Filing (Ch	ack	
	` ′						D/YYYY)	ni, Dan		)IIgiiiai	1 11	cu		6. Individual or Joint/Group Filing (Check Applicable Line)				
SUNNYVAL	E, CA 94	1089																
(City)	′													X _ Form filed by One Reporting Person Form filed by More than One Reporting Person				
															•			
		Table	I - Non-	Deri	vat	ive	Securit	ies Acq	<sub>[ui</sub>	red, Di	spo	sed of,	or Beneficially	y Owned	l			
1.Title of Security (Instr. 3)					. Trans. Oate		2A. Deemed				4. Securities Acquired (A) of			nount of Securities Beneficially Owned wing Reported Transaction(s)			7. Nature of Indirect	
(111341. 3)				Date	Jaic		Execution	(Instr. 8)		Dispose	Disposed of (		Instr. 3 and 4)				Beneficial	
						- 1	Date, if any		$\dashv$	(Instr. 3, 4 and							Ownership (Instr. 4)	
											or				(I) (Instr. 4)			
G G I				2/5/	201	$\dashv$		Code	V	Amount	· ·		1/	2451				
Common Stock Common Stock				2/5/		$\rightarrow$		M F	╁	32334 11232	A D	\$0 \$7.51		105451 94219		D D		
Common Stock				2/3/	201.	<u> </u>				11232	D	φ7.31		421)				
Tal	ole II - Dei	rivative	Securiti	ies B	ene	efic	ially Ow	vned ( e	g.g.	. , puts	, ca	lls, war	rants, options	, convert	tible secur	rities)		
1. Title of Derivate	2.	3. Trans.	3A.	4.		5. N	Number of	6. Date	e E	xercisable		7. Title a	nd Amount of	8. Price of	9. Number	10.	11. Nature	
Security (Instr. 3)	Conversion or Exercise	Date	Deemed Execution	Trans Code	Code Se Instr. 8) Ac Di		Derivative Securities						s Underlying ve Security	Derivative of Security	of derivative	Ownership Form of	of Indirect Beneficial	
(msu. 3)	Price of Derivative Security		Date, if any				quired (A) o					and 4)	(Instr. 5)	Securities	Derivative	Ownership		
							posed of (D	"					Beneficially Owned Following Reported	Security: Direct (D) or Indirect (I) (Instr.	(Instr. 4)			
							str. 3, 4 and											
					П			Data		Emino	Eiti		Amount or	Transaction	Transaction	1 (4)		
				Code	v	(A)	(D)	Date Exerci	sab	Expira le Date	tion	Title	Number of Shares		(s) (Instr. 4)			
Employee Stock				Code	ľ	(A)	(D)			44400								
Option (Right to	\$1.32							(1	)	11/28/	2015	Common Stock	<sup>n</sup> 7996		7996	D		
Buy) Employee Stock					Н							1						
Option (Right to	\$2							(1	)	8/8/20	16	Common	n 11805		11805	D		
Buy) Employee Stock					Н					+		1 212						
Option (Right to	\$7.11							(1	)	2/10/2	019	Common	45309		45309	D		
Buy)					Н							Block						
Employee Stock Option (Right to	\$7.45							(1	(1)	8/10/2	019	Common	n 51040		51040	D		
Buy)					Ш							Stock						
Employee Stock Option (Right to	\$8.19							(1	)	11/23/	2016		n 56250		56250	D		
Buy)					Ш							Stock						
Employee Stock Option (Right to	\$7.61							(1	)	6/6/20	17	Common	n 25642		25642	D		
Buy)	Ψ,.01				Ш					3/0/20		Stock	20072		20072			
Employee Stock Option (Right to	\$7.61							(1	)	6/6/20	117	Common	n 29355		29355	D		
Buy)	φ/.01								,	0/0/20	,1/	Stock	49333		49333			
Employee Stock												Common	n					
Zinprojec brock	I	I	I	l	1 1		I	ı		I			-1	I	I	I	I	

Tak	ole II - De	rivative	Securit	ies B	ene	efici	ially Own	ned ( <i>e.g.</i> ,	, puts, cal	lls, warr	ants, options	s, convert	ible secur	ities)	
1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans.		4. Trans. Code		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date					9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative	Beneficial
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Option (Right to Buy)	\$7.61							(2)	2/28/2018	Stock	2886		2886	D	
Employee Stock Option (Right to Buy)	\$7.61							(2)	2/28/2018	Common Stock	59780		59780	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							(1)	2/10/2021	Common Stock	48750		48750	D	
Employee Stock Option (Right to Buy)	\$8.58							(3)	2/10/2021	Common Stock	38577		38577	D	
Employee Stock Option (Right to Buy)	\$8.58							(3)	2/10/2021	Common Stock	26423		26423	D	
Restricted Stock Units	(4)	2/5/2013		М			11000	(5)	(5)	Common Stock	11000	\$0	11000	D	
Restricted Stock Units	(4)	2/5/2013		M			21334	(6)	(6)	Common Stock	42666	\$0	42666	D	
Restricted Stock Units	(4)							(7)	(7)	Common Stock	47500		47500	D	
Restricted Stock Units	(4)							(8)	(8)	Common Stock	42000		42000	D	

## **Explanation of Responses:**

- (1) The option is fully vested.
- (2) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (3) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (4) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (5) The RSUs vest in three annual installments beginning on February 5, 2012.
- (6) The RSUs vest in three annual installments beginning on February 5, 2013.
- (7) The RSUs vest as to 100% on December 31, 2014.
- (8) The RSUs vest in three annual installments beginning on February 5, 2014.

**Reporting Owners** 

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

## **Signatures**

/s/ Michael O. McCarthy III 2/7/2013

\*\* 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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