

[] 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, 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 *															5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
Brennan Ita I	M			1	N	FI	NERA	COR	<b>P</b>	[ INF	'N]								
(Last) (First) (Middle)					3. Date of Earliest Transaction (MM/DD/YYYY)									)	Director 10% Owner				
												X Office below)	er (give title	e below)	Othe	er (specify			
C/O INFINE	RA							8/5	/20	012				Chief Fin	ancial O	fficer			
CORPORAT	ION, 14	0 CAS	SPIAN																
COURT	,																		
(Street)						f A	mendme	nt, Date	e O	rigina	l File	ed		6. Individu	6. Individual or Joint/Group Filing (Check				
							D/YYYY)			U					Applicable Line)				
SUNNYVAL	E, CA 94	4089														_			
(City)	(State)	(Zij	p)													Reporting Per than One Rep		n	
			· · · · · · · · · · · · · · · · · · ·												u o j 1,1010 .	man one rep	orung r erso		
		Table	I - Non-	Deri	vat	tive	Securit	ies Acc	ıui:	red, D	ispo	sec	d of, o	or Beneficially	y Owned				
1.Title of Security				2. Tı		_	2A.	3. Trans.		4. Secu			<del></del>	. Amount of Securi			6.	7. Nature	
(Instr. 3)				Date	Date		Deemed Execution	(Instr. 8)		Acquire Dispose					wing Reported Transaction(s) : 3 and 4)			of Indirect Beneficial	
							Date, if			(Instr. 3				iisti. 3 aiit 4)				Ownership	
							any				(A)						or Indirect (I) (Instr.	(Instr. 4)	
								Code	V	Amoun	or t (D)	l P	Price				4)		
Common Stock				8/5/	201	2		M	+	1505	A	-	\$0	7:	6457		D		
Common Stock				8/5/	201	2		F		554	D	\$5	5.57	7.	5903		D		
Tab	ole II - De	rivative	Securit	ies B	en	efic	ially Ov	vned (	2.g.	, puts	s, cal	lls,	, warr	ants, options,	convert	ible secur	ities)		
1. Title of Derivate	2.	3. Trans.	3A.	4.		_	Number of	6. Date	e Ex	kercisabl				nd Amount of		9. Number	10.	11. Nature	
Security (Instr. 3)	Conversion or Exercise		Deemed Execution	Trans	code Seconds Ac		rivative rurities	Expira						ies Underlying Derivative of Security d		of derivative	Ownership Form of	of Indirect Beneficial	
(Ilisti. 5)	Price of						quired (A) o					nstr. 3 a		(Instr. 5)	Securities	Derivative	Ownership		
	Derivative Security		any			Dis	posed of (D	9)								Beneficially Owned	Direct (D) or Indirect (I) (Instr.	(Instr. 4)	
	Security						str. 3, 4 and									Following			
					_	5)	1			1		╀		1.		Reported Transaction			
								Date		Expir	ation	Ti	itle	Amount or Number of		(s) (Instr. 4)	'		
				Code	V	(A)	(D)	Exerci	sab	le Date				Shares					
Employee Stock Option (Right to	\$2							(1	I)	9/7/2	016	Co	ommon	3125		3125	D		
Buy)	φ2								.,	91112	010	S	Stock	3123		3123	"		
<b>Employee Stock</b>					Π							Co	ommon				_		
Option (Right to Buy)	\$2							(1	l)	9/7/2	016		Stock	2344		2344	D		
Employee Stock					H							1							
Option (Right to	\$6.71							(1	l)	3/2/2	019		ommon Stock	50000		50000	D		
Buy)					╀	<u> </u>						H							
Employee Stock Option (Right to	\$7.45							(1	l)	8/10/2	2019		ommon	33000		33000	D		
Buy)					L	<u> </u>						s	Stock						
Employee Stock Option (Right to	\$8.19							(2	2)	11/23	/2016	i C	ommon	37500		37500	D		
Buy)	\$0.19							(2	-,			S	Stock	37300		37300	"		
<b>Employee Stock</b>												C	ommon				_		
Option (Right to Buy)	\$6.9							(3	3)	6/26/2	2020		Stock	62226		62226	D		
- uj)			1		H							+							
Employee Stock												Co	ommon	1					

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. Date		4. Trans. Code		Deri Secu Acq Disp	umber of vative urities uired (A) or posed of (D) er. 3, 4 and	6. Date Exercisable and Expiration Date		, <u> </u>		<u> </u>	9. Number of derivative Securities Beneficially Owned Following	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr.	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction (s) (Instr. 4)	4)	
Option (Right to Buy)	\$6.9							(3)	6/26/2020	Stock	12774		12774	D	
Employee Stock Option (Right to Buy)	\$8.58							(4)	2/10/2021	Common Stock	65000		65000	D	
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)							(6)	(6)	Common Stock	1760		1760	D	
Restricted Stock Units	(5)	8/5/2012		M			326	(7)	(7)	Common Stock	1952	\$0	1952	D	
Restricted Stock Units	(5)	8/5/2012		M			715	(7)	(7)	Common Stock	1430	\$0	1430	D	
Restricted Stock Units	(5)	8/5/2012		M			464	(7)	(7)	Common Stock	2787	\$0	2787	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	

#### **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.

### **Reporting Owners**

Damantina Oruman Nama / Adduses	Relationships								
Reporting Owner Name / Address	Director	10% Owner	Officer	Other					
Brennan Ita M C/O INFINERA CORPORATION			Chief Financial Officer						
140 CASPIAN COURT SUNNYVALE, CA 94089									

#### **Signatures**

/s/ Michael O. McCarthy III, by Power of Attorney 8/6/2012

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).

<sup>\*\*</sup> Signature of Reporting Person

\*\* 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. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.