

Martin Ronald D  
Form 4  
August 20, 2012

**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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Martin Ronald D

(Last) (First) (Middle)

C/O INFINERA CORPORATION, 140 CASPIAN COURT

(Street)

SUNNYVALE, CA 94089

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
INFINERA CORP [INFN]

3. Date of Earliest Transaction (Month/Day/Year)  
08/16/2012

4. If Amendment, Date Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
Senior VP, Worldwide Sales

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_ 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V Amount (A) or (D) Price   |   |  |                                   |
| Common Stock                    | 08/16/2012                           |  | S                              | 4,596 D 5.82  | 14,971  | D  |                                   |
|                                 |                                      |  |                                | (8)   |   |  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Underlying Security (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Restricted Stock Units                     | <u>(1)</u>   |                                      |  |                                |   | <u>(2)</u>   | <u>(2)</u>  | Common Stock                                     | 6,250                      |
| Employee Stock Option (Right to Buy)       | \$ 6.97  |                                      |  |                                |   | <u>(3)</u>   | 08/03/2019  | Common Stock                                     | 580                        |
| Employee Stock Option (Right to Buy)       | \$ 6.97  |                                      |  |                                |   | <u>(3)</u>   | 08/03/2019  | Common Stock                                     | 36,920                     |
| Restricted Stock Units                     | <u>(1)</u>   |                                      |  |                                |   | <u>(4)</u>   | <u>(4)</u>  | Common Stock                                     | 16,666                     |
| Employee Stock Option (Right to Buy)       | \$ 8.19  |                                      |  |                                |   | <u>(5)</u>   | 11/23/2016  | Common Stock                                     | 3,144                      |
| Employee Stock Option (Right to Buy)       | \$ 8.19  |                                      |  |                                |   | <u>(5)</u>   | 11/23/2016  | Common Stock                                     | 11,441                     |
| Employee Stock Option (Right to Buy)       | \$ 8.58  |                                      |  |                                |   | <u>(6)</u>   | 02/10/2021  | Common Stock                                     | 7,607                      |
| Employee Stock Option                      | \$ 8.58  |                                      |  |                                |   | <u>(6)</u>   | 02/10/2021  | Common Stock                                     | 41,393                     |

|                                      |            |            |            |              |        |
|--------------------------------------|------------|------------|------------|--------------|--------|
| (Right to Buy)                       |            |            |            |              |        |
| Employee Stock Option (Right to Buy) | \$ 8.58    | <u>(3)</u> | 02/10/2021 | Common Stock | 12,250 |
| Restricted Stock Units               | <u>(1)</u> | <u>(7)</u> | <u>(7)</u> | Common Stock | 56,000 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Martin Ronald D<br>C/O INFINERA CORPORATION<br>140 CASPIAN COURT<br>SUNNYVALE, CA 94089 |               |           | Senior VP, Worldwide Sales |       |

## Signatures

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

08/20/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (2) The RSUs vest in three annual installments beginning on August 5, 2011.
- (3) The option is fully vested.
- (4) The RSUs vest in three annual installments beginning on February 5, 2012.
- (5) The option vests and becomes exercisable in thirty-six monthly installments beginning on November 23, 2009.
- (6) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (7) The RSUs vest in three annual installments beginning on February 5, 2013.

This price represents the weighted average sale price of the shares sold ranging from \$5.82 to \$5.825 per share. Upon request by the

- (8) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.