

INFINERA CORP  
Form 4  
February 15, 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 \*  
MCCARTHY MICHAEL O III

(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)  
02/13/2012

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)  
Chief Legal & Admin Officer

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Amount  |  |                                   |
|                                 |                                      |  | Code                           | V   | Price   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 40,532  | D  |                                   |

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

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**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) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Employee Stock Option (Right to Buy)       | \$ 1.84  |                                      |  |                                |   | <u>(1)</u>   | 05/15/2013  | Common Stock | 1,319                      |
| Employee Stock Option (Right to Buy)       | \$ 1.32  |                                      |  |                                |   | <u>(2)</u>   | 11/28/2015  | Common Stock | 7,996                      |
| Employee Stock Option (Right to Buy)       | \$ 2   |                                      |  |                                |   | <u>(3)</u>   | 08/08/2016  | Common Stock | 8,703                      |
| Employee Stock Option (Right to Buy)       | \$ 2   |                                      |  |                                |   | <u>(3)</u>   | 08/08/2016  | Common Stock | 11,805                     |
| Employee Stock Option (Right to Buy)       | \$ 7.11  |                                      |  |                                |   | <u>(4)</u>   | 02/10/2019  | Common Stock | 45,309                     |
| Employee Stock Option (Right to Buy)       | \$ 7.45  |                                      |  |                                |   | <u>(5)</u>   | 08/10/2019  | Common Stock | 51,040                     |
| Employee Stock Option (Right to Buy)       | \$ 8.19  |                                      |  |                                |   | <u>(6)</u>   | 11/23/2016  | Common Stock | 56,250                     |
|  | \$ 7.61  |                                      |  |                                |   | <u>(7)</u>   | 06/06/2017  |              | 25,642                     |

|                                      |             |            |   |        |             |             |              |        |
|--------------------------------------|-------------|------------|---|--------|-------------|-------------|--------------|--------|
| Employee Stock Option (Right to Buy) |             |            |   |        |             |             | Common Stock |        |
| Employee Stock Option (Right to Buy) | \$ 7.61     |            |   |        | <u>(7)</u>  | 06/06/2017  | Common Stock | 29,355 |
| Employee Stock Option (Right to Buy) | \$ 7.61     |            |   |        | <u>(8)</u>  | 02/28/2018  | Common Stock | 2,886  |
| Employee Stock Option (Right to Buy) | \$ 7.61     |            |   |        | <u>(8)</u>  | 02/28/2018  | Common Stock | 59,780 |
| Employee Stock Option (Right to Buy) | \$ 8.58     |            |   |        | <u>(9)</u>  | 02/10/2021  | Common Stock | 38,577 |
| Employee Stock Option (Right to Buy) | \$ 8.58     |            |   |        | <u>(9)</u>  | 02/10/2021  | Common Stock | 26,423 |
| Restricted Stock Units               | <u>(10)</u> |            |   |        | <u>(11)</u> | <u>(11)</u> | Common Stock | 22,000 |
| Restricted Stock Units               | <u>(10)</u> |            |   |        | <u>(12)</u> | <u>(12)</u> | Common Stock | 64,000 |
| Restricted Stock Units               | <u>(10)</u> | 02/13/2012 | A | 47,500 | <u>(13)</u> | <u>(13)</u> | Common Stock | 47,500 |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other  
 Chief Legal & Admin Officer

MCCARTHY MICHAEL O III  
C/O INFINERA CORPORATION  
140 CASPIAN COURT  
SUNNYVALE, CA 94089

## Signatures

/s/ Michael O.  
McCarthy III

02/15/2012

\_\_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) The option fully vested on May 5, 2007.
- (2) The option fully vested on July 26, 2009.
- (3) The option fully vested on June 28, 2010.
- (4) The option fully vested on February 10, 2011.
- (5) The option fully vested on August 10, 2011.
- (6) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on November 23, 2009.
- (7) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on February 5, 2010.
- (8) The option vests and becomes exercisable in forty-eight equal monthly installments beginning on February 5, 2010.
- (9) The option vests and becomes exercisable in thirty-six equal monthly installments beginning on February 10, 2011.
- (10) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (11) The RSUs vest in three equal annual installments beginning on February 5, 2012.
- (12) The RSUs vest in three equal annual installments beginning on February 5, 2013.
- (13) The RSUs vest as to 100% on December 31, 2014.

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.