

Fallon Thomas J  
Form 4  
February 05, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Fallon Thomas J

(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)  
01/30/2013

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)  
President and CEO

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) Code V Amount (D) Price			
Common Stock					671,009	I	See Footnote (1)
Common Stock					100,672	I	See Footnote (2)
Common Stock					100,672	I	See Footnote (3)
Common					20,570	I	See

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Stock

Footnote  
(4)

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

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(9-02)

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

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 Number Shares
Employee Stock Option (Right to Buy)	\$ 8.19					(5) 11/23/2016		Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 7.61					(5) 06/06/2017		Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61					(5) 06/06/2017		Common Stock	101,34
Employee Stock Option (Right to Buy)	\$ 7.11					(5) 02/10/2019		Common Stock	100,00
Employee Stock Option (Right to Buy)	\$ 7.45					(5) 08/10/2019		Common Stock	150,00
	\$ 8.19					(6) 11/23/2019			5,595

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Employee Stock Option (Right to Buy)				Common Stock	
Employee Stock Option (Right to Buy)	\$ 8.19	<u>(6)</u>	11/23/2019	Common Stock	294,400
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(7)</u>	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(8)</u>	02/10/2021	Common Stock	41,279
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(8)</u>	02/10/2021	Common Stock	201,720
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(5)</u>	02/10/2021	Common Stock	60,750
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(5)</u>	02/10/2021	Common Stock	182,250
Restricted Stock Units	<u>(9)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock	94,666
Restricted Stock Units	<u>(9)</u>	<u>(11)</u>	<u>(11)</u>	Common Stock	155,000

