

Brennan Ita M
Form 4
March 08, 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 *
Brennan Ita M

(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)
03/07/2013

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)
Chief Financial 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)
			Code	V	Amount or Price		
Common Stock	03/07/2013		A		13,000 <u>(11)</u>	A	\$ 0 122,620 D
Common Stock	03/07/2013		F		\$ 4,886 7.13	D	117,734 D

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

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SEC 1474 (9-02)

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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)	8. Fair Value of Derivative Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 2					<u>(1)</u> 09/07/2016	Common Stock	3,125	
Employee Stock Option (Right to Buy)	\$ 2					<u>(1)</u> 09/07/2016	Common Stock	2,344	
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(1)</u> 11/23/2016	Common Stock	37,500	
Employee Stock Option (Right to Buy)	\$ 6.71					<u>(1)</u> 03/02/2019	Common Stock	50,000	
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(1)</u> 08/10/2019	Common Stock	33,000	
Employee Stock Option (Right to Buy)	\$ 6.9					<u>(2)</u> 06/26/2020	Common Stock	62,226	
Employee Stock	\$ 6.9					<u>(2)</u> 06/26/2020	Common Stock	12,774	

Option (Right to Buy)						
Employee Stock Option (Right to Buy)	\$ 8.58	(1)	02/10/2021	Common Stock	16,250	
Employee Stock Option (Right to Buy)	\$ 8.58	(1)	02/10/2021	Common Stock	48,750	
Employee Stock Option (Right to Buy)	\$ 8.58	(3)	02/10/2021	Common Stock	65,000	
Restricted Stock Units	(4)	(5)	(5)	Common Stock	1,350	
Restricted Stock Units	(4)	(6)	(6)	Common Stock	1,302	
Restricted Stock Units	(4)	(6)	(6)	Common Stock	1,858	
Restricted Stock Units	(4)	(7)	(7)	Common Stock	18,750	
Restricted Stock Units	(4)	(8)	(8)	Common Stock	11,000	
Restricted Stock Units	(4)	(9)	(9)	Common Stock	42,666	
Restricted Stock Units	(4)	(10)	(10)	Common Stock	100,000	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

