

Martin Ronald D
 Form 4
 February 04, 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 *
 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)
 01/31/2013

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)
 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)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	01/31/2013		M		33,250	A	\$ 0 52,817	D
Common Stock	01/31/2013		F		9,096	D	\$ 7.13 43,721	D
Common Stock	01/31/2013		M		11,500 (7)	A	\$ 0 55,221	D
Common Stock	01/31/2013		F		3,146	D	\$ 7.13 52,075	D

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 or Number of Shares
Restricted Stock Units	<u>(1)</u>	01/31/2013		M	6,250	<u>(2)</u> <u>(2)</u>	Common Stock 0
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>	01/31/2013		M	8,333	<u>(4)</u> <u>(4)</u>	Common Stock 0
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(3)</u> 11/23/2016	Common Stock 3,144
Employee Stock Option (Right to Buy)	\$ 8.19					<u>(3)</u> 11/23/2016	Common Stock 11,441
Employee Stock Option	\$ 8.58					<u>(3)</u> 02/10/2021	Common Stock 12,250

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(7) This includes performance-based RSUs granted in 2012 in which the award criteria was accelerated in 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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