

Welch David F  
 Form 4  
 November 13, 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 \*  
 Welch David F

(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)  
 11/13/2012

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)  
 EVP, Chief Strategy 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) Code V Amount (D) Price			
Common Stock					17,553 <sup>(15)</sup>	D	
Common Stock					1,099,493	I	See Footnote <u>(1)</u>
Common Stock					174,614	I	See Footnote <u>(2)</u>
Common Stock					553,750	I	See Footnote

Common Stock	500,000	I	<u>(3)</u> See Footnote <u>(4)</u>
Common Stock	2,500	I	See Footnote <u>(5)</u>

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
Employee Stock Option (Right to Buy)	\$ 2					<u>(6)</u>	08/08/2016	Common Stock	50,000
Employee Stock Option (Right to Buy)	\$ 2					<u>(6)</u>	08/08/2016	Common Stock	137,500
Employee Stock Option (Right to Buy)	\$ 7.11					<u>(6)</u>	02/10/2019	Common Stock	100,000
Employee Stock Option (Right to Buy)	\$ 7.45					<u>(6)</u>	08/10/2019	Common Stock	150,000

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Employee Stock Option (Right to Buy)	\$ 8.19	<u>(7)</u>	11/23/2016	Common Stock	75,000
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(8)</u>	06/06/2017	Common Stock	29,214
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(8)</u>	06/06/2017	Common Stock	101,342
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(9)</u>	02/28/2018	Common Stock	2,817
Employee Stock Option (Right to Buy)	\$ 7.61	<u>(9)</u>	02/28/2018	Common Stock	81,683
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(10)</u>	02/10/2021	Common Stock	39,465
Employee Stock Option (Right to Buy)	\$ 8.58	<u>(10)</u>	02/10/2021	Common Stock	41,535
Restricted Stock Units	<u>(11)</u>	<u>(12)</u>	<u>(12)</u>	Common Stock	27,333
Restricted Stock Units	<u>(11)</u>	<u>(13)</u>	<u>(13)</u>	Common Stock	79,000
Restricted Stock Units	<u>(11)</u>	<u>(14)</u>	<u>(14)</u>	Common Stock	128,250
Employee Stock	\$ 8.58	<u>(6)</u>	02/10/2021	Common Stock	20,250

Option  
(Right to  
Buy)

Employee  
Stock

Option (Right to Buy)	\$ 8.58	11/13/2012	A	60,750	(16)	02/10/2021	Common Stock	60,750
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Welch David F C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089			EVP, Chief Strategy Officer	

## Signatures

/s/ Michael O. McCarthy III, by Power of Attorney	11/13/2012
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\_\_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) Shares held directly by LRFA, LLC of which the Reporting Person is the sole managing member.
- (2) Shares held directly by the Welch Family Trust dated 4/3/96.
- (3) Shares held directly by SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/I dated 9/24/01.
- (4) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.
- (5) Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of the shares held in trust for his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held in trust for his minor children for purposes of Section 16 or for any other purpose.
- (6) The option is fully vested.
- (7) The option vests and becomes exercisable in thirty-six monthly installments beginning on November 23, 2009.
- (8) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 5, 2010.
- (9) The option vests and becomes exercisable in forty-eight monthly installments beginning on February 5, 2010.
- (10) The option vests and becomes exercisable in thirty-six monthly installments beginning on February 10, 2011.
- (11) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (12) The RSUs vest in three annual installments beginning on February 5, 2012.
- (13) The RSUs vest in three annual installments beginning on February 5, 2013.
- (14) The RSUs vest as to 57,000 of the RSUs on December 31, 2013 and 71,250 of the RSUs on December 31, 2014.
- (15) This includes 421 shares acquired under the Company's 2007 Employee Stock Purchase Plan on August 15, 2012.

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- (16) This includes performance-based stock options granted on February 10, 2011, in which the award criteria was satisfied in the second half of fiscal year 2012 resulting in the vesting of 75% of the total shares underlying the option. The option is fully vested.

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