

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

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

OMB Number: 3235-0287

Expires: January 31, 2005

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1. Name and Address of Reporting Person *
REDFIELD CARL

2. Issuer Name **and** Ticker or Trading Symbol
INFINERA CORP [INFN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

C/O INFINERA
CORPORATION, 140 CASPIAN
COURT

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2012

_____X_____ Director _____ 10% Owner
 _____ Officer (give title _____ Other (specify
 below) below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

SUNNYVALE, CA 94089

(City) (State) (Zip)

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. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock							89,562	D	
Common Stock	05/18/2012		M		9,100	A \$ 0	95,472	I	See Footnote (1)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Restricted Stock Units	(2)	05/18/2012		M	9,100	(3) (3)	Common Stock 9,100
Non-Qualified Stock Option (Right to Buy)	\$ 7.25					(4) 05/18/2021	Common Stock 17,600
Non-Qualified Stock Option (Right to Buy)	\$ 7.55					(5) 05/19/2020	Common Stock 14,500
Non-Qualified Stock Option (Right to Buy)	\$ 7.45					(6) 08/10/2019	Common Stock 100,000
Non-Qualified Stock Option (Right to Buy)	\$ 13.16					(7) 05/13/2018	Common Stock 12,500
Non-Qualified Stock Option (Right to Buy)	\$ 13					(8) 06/06/2017	Common Stock 12,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDFIELD CARL C/O INFINERA CORPORATION 140 CASPIAN COURT SUNNYVALE, CA 94089	X			

Signatures

/s/ Michael O. McCarthy III, by Power of Attorney

05/21/2012

__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) Shares held directly by the Carl Redfield Trust 2000 dated 10/18/00 for which the Reporting Person serves as trustee.
- (2) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (3) The RSUs fully vested on May 18, 2012.
- (4) The option fully vested on May 18, 2012.
- (5) The option fully vested on May 19, 2011.
- (6) The option fully vested on August 10, 2011.
- (7) The option fully vested on May 13, 2009.
- (8) The option fully vested on June 6, 2011.

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.