INFINERA CORP Form 4 January 06, 2010

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* MCCARTHY MICHAEL O III

2. Issuer Name and Ticker or Trading

Symbol

INFINERA CORP [INFN]

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

01/04/2010

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

C/O INFINERA CORPORATION, 169 JAVA **DRIVE** 

(Middle)

(Zip)

Director 10% Owner X\_ Officer (give title Other (specify below)

Chief Legal Officer

(Street)

(State)

(First)

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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

SUNNYVALE, CA 94089

Tuble 1 Tion Bettvutte Securities Required, Bisposed of, or Beneficially 6 when										
2. Transaction Date	Transaction Date 2A. Deemed			ties		5. Amount of	6. Ownership	7. Nature of		
(Month/Day/Year)	Execution Date, if	Transactio	onAcquired	d (A) c	or	Securities	Form: Direct	Indirect		
	any	Code	Disposed of (D)			Beneficially	(D) or	Beneficial		
	(Month/Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	Ownership			
	•					Following	(Instr. 4)	(Instr. 4)		
				(4)		Reported				
						Transaction(s)				
		Code V	Amount		Price	(Instr. 3 and 4)				
01/04/2010		M	694	Δ	\$ 2	46 822	D			
01/04/2010		171	074	11	Ψ 2	40,022	D			
01/04/2010		S(1)	694	D	\$9	46,128	D			
	(Month/Day/Year) 01/04/2010	2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)  01/04/2010	2. Transaction Date   2A. Deemed   3.   Transaction Date   Execution Date, if any (Month/Day/Year)   (Month/Day/Year)   Code   (Instr. 8)    Code   V   01/04/2010   M	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code Disposed (Instr. 8) (Instr. 3, Code V Amount 01/04/2010 M 694	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and (A) or Code V Amount (D) (D1/04/2010) M 694 A	2. Transaction Date (Month/Day/Year)   2A. Deemed   3.   4. Securities   TransactionAcquired (A) or Code   Disposed of (D) (Instr. 8)   (Instr. 3, 4 and 5)      Code   V   Amount   (D)   Price	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) Owned Following Reported Transaction(s) (Instr. 3 and 4)  Code V Amount (D) Price (Instr. 3 and 4)	2. Transaction Date (Month/Day/Year)   2A. Deemed   3.   4. Securities   5. Amount of (Month/Day/Year)   Execution Date, if any (Month/Day/Year)   (Instr. 8)   (Instr. 3, 4 and 5)   (Instr. 3, 4 and 5)   (Instr. 4)   (Instr. 4)   (Instr. 3)   (Instr. 4)   (Instr. 4)   (Instr. 3)   (Instr. 3		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

8. F Der Sec (Ins

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. Transacti Code (Instr. 8)	5. Number on f 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	01/04/2010		M	694	(2)	08/08/2016	Common Stock	694

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MCCARTHY MICHAEL O III C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089

Chief Legal Officer

### **Signatures**

/s/ Michael O.
McCarthy
01/06/2010

\*\*Signature of Reporting Date
Person

## **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) The sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 12, 2009.
- (2) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on July 29, 2006 and one forty-eighth of the shares shall vest monthly thereafter.

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.

Reporting Owners 2