

INFINERA CORP
Form 4
May 23, 2008

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 *
Singh Jagdeep

(Last) (First) (Middle)

C/O INFINERA CORPORATION, 169 JAVA DRIVE

(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)
05/22/2008

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)
Chairman, President & CEO

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 (A) or (D) Price | | | |
| Common Stock | 05/22/2008 | | S ⁽¹⁾ | 200 D \$ 13.05 | 1,614,986 | I | See footnote. (2) |
| Common Stock | 05/22/2008 | | S ⁽¹⁾ | 100 D \$ 13.06 | 1,614,886 | I | See footnote. (2) |
| Common Stock | 05/22/2008 | | S ⁽¹⁾ | 100 D \$ 13.07 | 1,614,786 | I | See footnote. (2) |
| Common | 05/22/2008 | | S ⁽¹⁾ | 100 D \$ | 1,614,686 | I | See |

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| | | | | | | | | |
|--------------|------------|------------------------|-------|---|----------|-----------|---|--------------------------------|
| Stock | | | | | 13.09 | | | footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 13.1 | 1,614,486 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 1,000 | D | \$ 13.11 | 1,613,486 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 600 | D | \$ 13.12 | 1,612,886 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 13.13 | 1,612,586 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 13.14 | 1,612,086 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 500 | D | \$ 13.15 | 1,611,586 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 600 | D | \$ 13.16 | 1,610,986 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 400 | D | \$ 13.17 | 1,610,586 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 13.18 | 1,610,486 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 13.19 | 1,610,186 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 100 | D | \$ 13.2 | 1,610,086 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 13.21 | 1,609,786 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 300 | D | \$ 13.22 | 1,609,486 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S⁽¹⁾</u> | 200 | D | \$ 13.23 | 1,609,286 | I | See footnote. <u>(2)</u> |

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| | | | | | | | | |
|--------------|------------|-------------------------|-------|---|----------|-----------|---|-----------------------------|
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 500 | D | \$ 13.24 | 1,608,786 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 13.25 | 1,608,586 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 13.26 | 1,608,386 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 400 | D | \$ 13.27 | 1,607,986 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 300 | D | \$ 13.28 | 1,607,686 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 13.29 | 1,607,586 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 300 | D | \$ 13.3 | 1,607,286 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 300 | D | \$ 13.31 | 1,606,986 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 400 | D | \$ 13.32 | 1,606,586 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 3,000 | D | \$ 13.33 | 1,603,586 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 13.34 | 1,603,486 | I | See footnote. <u>(2)</u> |
| Common Stock | 05/22/2008 | <u>S</u> ⁽¹⁾ | 400 | D | \$ 13.35 | 1,603,086 | I | See footnote. <u>(2)</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)

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| 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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | Amount or Number of Shares |
|--|---------------|-----------|---------------------------|-------|----------------------------|
| | Director | 10% Owner | Officer | Other | |
| Singh Jagdeep C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089 | X | | Chairman, President & CEO | | |

Signatures

/s/ Michael O. McCarthy, by power of attorney 05/23/2008

**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) The sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 24, 2007.
- (2) Shares held directly by the Singh Family Trust U/D/T dated 10/3/96 for which the Reporting Person serves as a trustee.

Remarks:

This report is one of two reports, each on a separate Form 4, but relating to the same transaction being filed by the Reporting Person.

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