

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 \$ 13.36 | 1,602,886 | I | See footnote. (2) |
| Common Stock | 05/22/2008 | | S ⁽¹⁾ | 274 D \$ 13.37 | 1,602,612 | I | See footnote. (2) |
| Common Stock | 05/22/2008 | | S ⁽¹⁾ | 609 D \$ 13.38 | 1,602,003 | I | See footnote. (2) |
| Common | 05/22/2008 | | S ⁽¹⁾ | 100 D \$ | 1,601,903 | I | See |

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| | | | | | | | | | |
|-----------------|------------|--------------|-----|---|-------------|-----------|---|--|-------------------------|
| Stock | | | | | 13.39 | | | | footnote. (2) |
| Common Stock | 05/22/2008 | <u>S</u> (1) | 117 | D | \$ 13.4 | 1,601,786 | I | | See footnote. (2) |
| Common Stock | 05/22/2008 | <u>S</u> (1) | 100 | D | \$ 13.41 | 1,601,686 | I | | See footnote. (2) |
| Common Stock | 05/22/2008 | <u>S</u> (1) | 700 | D | \$ 13.42 | 1,600,986 | I | | See footnote. (2) |
| Common Stock | 05/22/2008 | <u>S</u> (1) | 100 | D | \$ 13.43 | 1,600,886 | I | | See footnote. (2) |
| Common Stock | 05/22/2008 | <u>S</u> (1) | 200 | D | \$ 13.45 | 1,600,686 | I | | See footnote. (2) |
| Common Stock | 05/22/2008 | <u>S</u> (1) | 600 | D | \$ 13.46 | 1,600,086 | I | | See footnote. (2) |
| Common Stock | 05/22/2008 | <u>S</u> (1) | 400 | D | \$ 13.47 | 1,599,686 | I | | See footnote. (2) |
| Common Stock | 05/22/2008 | <u>S</u> (1) | 300 | D | \$ 13.49 | 1,599,386 | I | | See footnote. (2) |
| Common Stock | 05/22/2008 | <u>S</u> (1) | 200 | D | \$ 13.51 | 1,599,186 | I | | See footnote. (2) |
| Common Stock | | | | | | 471,519 | D | | |
| Common Stock | | | | | | 122,844 | I | | See footnote. (3) |
| Common Stock | | | | | | 122,844 | I | | See footnote. (4) |

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

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(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) | 8. Price of Derivative Security (Instr. 5) | 9. Nu... |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | 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.
- (3) Shares held directly by the Roshni Singh Annuity Trust dated 6/21/06 for which the Reporting Person serves as trustee.
- (4) Shares held directly by the Jagdeep Singh Annuity Trust dated 6/21/06 for which the Reporting Person serves as 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.

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.