

HOFFMAN JOHN CLIFFORD  
 Form 4  
 February 28, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**HOFFMAN JOHN CLIFFORD**

(Last) (First) (Middle)  
 2160 EAST GRAND AVENUE  
 (Street)

EL SEGUNDO, CA 90245-1022  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**INFONET SERVICES CORP [IN]**

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/25/2005

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)  
 Exec. VP of Comm Sales & Serv

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price \$                                   |
| Class B Common Stock            | 02/25/2005                           |  | D                              |   | 112,168   | D  | 2.06 0<br><u>(1)</u>                       |

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

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SEC 1474 (9-02)

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

## Edgar Filing: HOFFMAN JOHN CLIFFORD - Form 4

| 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 of Number of Shares |
| Stock Option (right to buy)                | \$ 5.875   | 02/25/2005                           |  | D                              | 418,600   | 02/25/2005   | 11/21/2010  | Class B Common Stock | 418,600                    |
| Stock Option (right to buy)                | \$ 2.26  | 02/25/2005                           |  | D                              | 837,200   | 02/25/2005   | 08/20/2012  | Class B Common Stock | 837,200                    |
| Stock Option (right to buy)                | \$ 1.53  | 02/25/2005                           |  | D                              | 200,000   | 02/25/2005   | 08/19/2013  | Class B Common Stock | 200,000                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| HOFFMAN JOHN CLIFFORD<br>2160 EAST GRAND AVENUE<br>EL SEGUNDO, CA 90245-1022 |               |           | Exec. VP of Comm Sales & Serv |       |

## Signatures

Paul A. Galleberg,  
Attorney-in-Fact

02/25/2005

\*\*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) Canceled pursuant to a merger agreement between the Issuer and British Telecommunications plc ("BT") in exchange for \$2.06 per share merger consideration.
  - (2) Options canceled in the merger without consideration due to the exercise price exceeding the \$2.06 per share merger consideration.
  - (3) Options canceled in the merger in exchange for a cash payment of \$106,000.00 by BT, representing the difference between the exercise price of the option and the \$2.06 per share merger consideration.

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.