INFINERA CORP Form 4 April 12, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Last)

(City)

Common

Stock

DRIVE

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

INFINERA CORP [INFN]

(Check all applicable)

C/O INFINERA

CORPORATION, 169 JAVA

(Street)

(State)

04/08/2011

(First)

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

Director 10% Owner X_ Officer (give title Other (specify

below)

below) Chief Legal & Admin Officer

(Middle)

(Zip)

4. If Amendment, Date Original

Filed(Month/Day/Year)

04/08/2011

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

SUNNYVALE, CA 94089

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4,655

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership Form: Direct Beneficial (D) or Indirect (I)

7. Nature of Indirect Ownership (Instr. 4)

(Instr. 4)

(A) Transaction(s) (Instr. 3 and 4) Price

Code V Amount (D) \$ D

8.6453

(2)

D

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

 $S^{(1)}$

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1,886

SEC 1474 (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. Transactic Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Insti
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)					<u>(4)</u>	<u>(4)</u>	Common Stock	33,000	
Employee Stock Option (Right to Buy)	\$ 8.58					<u>(5)</u>	02/10/2021	Common Stock	65,000	

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 & Admin Officer

Signatures

/s/ Michael O. 04/12/2011 McCarthy III **Signature of Reporting 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) This sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 26, 2010.
 - This price represents the weighted average sale price of the shares sold ranging from \$8.60 to \$9.5999 per share. Upon request by the
- (2) Commission staff, the Issuer or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares sold at each separate price.
- (3) Each restricted stock unit ("RSU") represents a contingent right to receive one share of INFN common stock.
- (4) The RSUs vest in three equal annual installments beginning on February 5, 2012.
- (5) This option vests and becomes exercisable in 36 equal monthly installments commencing on the date of grant.

Reporting Owners 2

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