

INFINERA CORP
Form 4
June 13, 2007

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

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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 *
Fallon Thomas J

(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)
06/12/2007

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)
Chief Operating Officer

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)
Common Stock	06/12/2007		C	31,250 A <u>U</u>	31,250	I	See footnote <u>(2)</u>
Common Stock	06/12/2007		C	31,250 A <u>U</u>	31,250	I	See footnote <u>(3)</u>
Common Stock	06/12/2007		C	62,500 A <u>U</u>	62,500	I	See footnote <u>(4)</u>
Common Stock					389,076	D	
Common Stock					6,119	I	See footnote <u>(5)</u>

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Common Stock	6,119	I	See footnote <u>(6)</u>
Common Stock	18,681	I	See footnote <u>(7)</u>

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

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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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Series E Convertible Preferred Stock	<u>(1)</u>	06/12/2007		C	31,250	<u>(1)</u> <u>(1)</u>	Common Stock	31,250
Series E Convertible Preferred Stock	<u>(1)</u>	06/12/2007		C	31,250	<u>(1)</u> <u>(1)</u>	Common Stock	31,250
Series E Convertible Preferred Stock	<u>(1)</u>	06/12/2007		C	62,500	<u>(1)</u> <u>(1)</u>	Common Stock	62,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Fallon Thomas J C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089			Chief Operating Officer	

Signatures

/s/ by Michael O. McCarthy, by power of
attorney

06/12/2007

__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 Series E Convertible Preferred Stock automatically converted into Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering of common stock.
- (2) Shares held directly by the Thomas J. Fallon 2006 Annuity Trust dated 5/2/06 for which the Reporting Person serves as trustee.
- (3) Shares held directly by the Shannon F. Fallon 2006 Annuity Trust dated 5/2/06 for which the Reporting Person serves as trustee.
- (4) Shares held directly by the Fallon Family Heritage Trust dated May 2, 2006 for which the Reporting Person serves as a trustee.
- (5) Shares held directly by the Thomas J. Fallon 2006 Annuity Trust A dated 6/9/06 for which the Reporting Person serves as trustee.
- (6) Shares held directly by the Shannon F. Fallon 2006 Annuity Trust A dated 6/9/06 for which the Reporting Person serves as trustee.
- (7) Shares held directly by the Fallon Family Revocable Trust dated 9/7/94 for which the Reporting Person serves as a trustee.

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.