INFINERA CORP Form 4 March 03, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

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January 31, 2005

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Check this box if no longer subject to Section 16. Form 4 or

SECURITIES Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading MCCARTHY MICHAEL O III Issuer Symbol INFINERA CORP [INFN] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction 10% Owner (Month/Day/Year) Director X_ Officer (give title Other (specify C/O INFINERA 03/02/2009 below) CORPORATION, 169 JAVA Chief Legal Counsel **DRIVE** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting SUNNYVALE, CA 94089

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securities | Acquired (A) | 5. Amount of | 6. | 7. Nature of |
|------------|---------------------|--------------------|--------------|-----------------|--------------|------------------|-------------|--------------|
| Security | (Month/Day/Year) | Execution Date, if | Transactio | omr Disposed | of (D) | Securities | Ownership | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, 4 an | d 5) | Beneficially | Form: | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | Owned | Direct (D) | Ownership |
| | | | | | | Following | or Indirect | (Instr. 4) |
| | | | | (| 4.5 | Reported | (I) | |
| | | | | · | A) | Transaction(s) | (Instr. 4) | |
| | | | Code V | Amount (I | O) Price | (Instr. 3 and 4) | | |
| C | | | Code v | Amount (I |) Price | | | |
| Common | 03/02/2009 | | S (1) | 35,000 D | \$ | 94,326 (2) | D | |
| Stock | | | _ | ŕ | 6.7919 | · — | | |

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exer | cisable and | 7. Title a | and | 8. Price of | 9. Nu |
|-------------|-------------|---------------------|--------------------|------------|------------|---------------------|------------------|------------|-------|-------------|--------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amount | of | Derivative | Deriv |
| Security | or Exercise | | any | Code | of | (Month/Day | Year) | Underlyi | ing | Security | Secui |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | es | (Instr. 5) | Bene |
| | Derivative | | | | Securities | | (Instr. 3 and 4) | and 4) | | Own | |
| | Security | | | | Acquired | | | | | | Follo |
| | | | | | (A) or | | | | | | Repo |
| | | | | | Disposed | | | | | | Trans |
| | | | | | of (D) | | | | | | (Instr |
| | | | | | (Instr. 3, | | | | | | |
| | | | | | 4, and 5) | | | | | | |
| | | | | | | | | ٨ | mount | | |
| | | | | | | | | 01 | | | |
| | | | | | | Date Exercisable | Expiration Date | | umber | | |
| | | | | | | | | of | | | |
| | | | | Code V | (A) (D) | | | | hares | | |

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MCCARTHY MICHAEL O III C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089

Chief Legal Counsel

Signatures

/s/ Michael O. 03/03/2009 **McCarthy**

**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) Sales reported on this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on May 2, 2008.
- The sale price reported in column 4 of Table 1 represents the weighted average sale price of the shares sold ranging from \$6.65 to \$7.04 (2) per share. Upon request by the 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.

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.

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