

INFINERA CORP
Form 4
November 05, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
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)
11/05/2007

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	11/05/2007		S ⁽¹⁾	62,500 D \$ 20.955	0	I	See footnote (2)
Common Stock	11/05/2007		S ⁽¹⁾	23,446 D \$ 20.995	0 ⁽³⁾	I	See footnote (4)
Common Stock	11/05/2007		S ⁽¹⁾	23,446 D \$ 20.995	0 ⁽⁵⁾	I	See footnote (6)
Common	11/05/2007		S ⁽¹⁾	15,608 D \$	18,681 ^{(3) (5)}	I	See

Stock	20,995		footnote (7)
Common Stock	389,076	D	
Common Stock	6,119	I	See footnote (8)
Common Stock	6,119	I	See footnote (9)

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

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(9-02)

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

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/ Michael O. McCarthy, by power of
attorney

11/05/2007

__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) Shares sold in the Issuer's secondary public offering of common stock.
- (2) Shares held directly by the Fallon Family Heritage Trust dated May 2, 2006 for which the Reporting Person serves as a trustee.
- (3) On August 6, 2007, the Shannon F. Fallon 2006 Annuity Trust dated 5/2/06 transferred 7,804 shares to the Fallon Family Revocable Trust dated 9/7/94. The transfer did not involve a change in beneficial ownership.
- (4) Shares held directly by the Shannon F. Fallon 2006 Annuity Trust dated 5/2/06 for which the Reporting Person serves as trustee.
- (5) On August 6, 2007, the Thomas J. Fallon 2006 Annuity Trust dated 5/2/06 transferred 7,804 shares to the Fallon Family Revocable Trust dated 9/7/94. The transfer did not involve a change in beneficial ownership.
- (6) Shares held directly by the Thomas J. Fallon 2006 Annuity Trust dated 5/2/06 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 trustee.
- (8) Shares held directly by the Shannon F. Fallon 2006 Annuity Trust A dated 6/9/06 for which the Reporting Person serves as trustee.
- (9) Shares held directly by the Thomas J. Fallon 2006 Annuity Trust A dated 6/9/06 for which the Reporting Person serves as trustee.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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