

INFINERA CORP
Form 4
November 05, 2007

FORM 4

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

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

OMB APPROVAL

OMB
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(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
__X__ Officer (give title ____ Other (specify
below) below)

Chief Operating Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)	
			Code	V	Amount	(A) or (D)	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

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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. 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.