### Edgar Filing: INFINERA CORP - Form 4

INFINERA C	CORP										
Form 4	010										
January 06, 2											
<b>FORM 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION									9PROVAL 3235-0287		
Check this	Was	hington,	Number:								
if no long subject to Section 16 Form 4 or	er <b>STAT</b> 5.									Expires:January 31 200Estimated averageburden hours per response0.	
Form 5 obligation may conti <i>See</i> Instru 1(b).	<sup>s</sup> Section 1	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									
(Print or Type R	esponses)										
MCCARTHY MICHAEL O III Sy			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol INFINERA CORP [INFN]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (0					(Cne	neck all applicable)		
				(Month/Day/Year) 01/04/2010				Director 10% Owner X Officer (give title Other (specify below) below) Chief Legal Officer			
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)					<ol> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ol>			
SUNNYVA	LE, CA 94089	)							More than One R		
(City)	(State)	(Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	any		on Date, if	3.4. SecuritiesTransactionAcquired (A) orCodeDisposed of (D)(Instr. 8)(Instr. 3, 4 and 5)		))	Securities Beneficially Owned	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	Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	01/04/2010			М	694	А	\$2	46,822	D		
Common Stock	01/04/2010			S <u>(1)</u>	694	D	\$9	46,128	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: INFINERA CORP - Form 4

# 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. Transacti Code (Instr. 8)	5. Number on 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. F Der Sec (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (right to buy)	\$ 2	01/04/2010		М	694	(2)	08/08/2016	Common Stock	694	

## **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 Officer				
Signatures							
/s/ Michael O.	C 10 0 1 0						

/s/ Michael O. McCarthy <sup>\*\*</sup>Signature of Reporting Date 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 sale reported on this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the Reporting Person on August 12, 2009.
- (2) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on July 29, 2006 and one forty-eighth of the shares shall vest monthly thereafter.

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.