

Brennan Ita M  
 Form 4  
 October 05, 2010

**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 \*  
 Brennan Ita M

(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)  
 10/01/2010

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 Financial 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/01/2010		M		1,760	A	\$ 0
							7,842 <sup>(1)</sup>
Common Stock	10/01/2010		F		645	D	\$ 11.8
							7,197

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

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SEC 1474 (9-02)

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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. Price of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted stock units	(2)	10/01/2010		M	1,760	(3)	(3)	Common Stock	1,760
Restricted stock units	(2)					(4)	(4)	Common Stock	7,150
Restricted stock units	(2)					(5)	(5)	Common Stock	11,057
Restricted stock units	(2)					(6)	(6)	Common Stock	12,500
Restricted stock units	(2)					(7)	(7)	Common Stock	16,500
Restricted stock units	(2)					(8)	(8)	Common Stock	4,050
Restricted stock units	(2)					(9)	(9)	Common Stock	37,500

**Reporting Owners**

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Brennan Ita M C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089	Chief Financial Officer

**Signatures**

/s/ Michael O. McCarthy, by power of attorney  
 10/05/2010  
 \*\*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) Includes 516 shares acquired under the Infinera Corporation Employee Stock Purchase Plan on August 16, 2010.

(2) Each restricted stock unit represents a contingent right to receive one share of INFN common stock.

(3) The remaining restricted stock units vest in two equal annual installments beginning on October 1, 2011.

(4) The restricted stock units vest in ten equal quarterly installments beginning on November 5, 2010.

(5) The restricted stock units vest in fourteen equal quarterly installments beginning on November 5, 2010.

(6) The restricted stock units fully vest on December 31, 2010.

(7) The restricted stock units fully vest on April 1, 2011.

(8) The restricted stock units vest in three equal annual installments beginning on April 1, 2011.

(9) The restricted stock units vest in four equal annual installments beginning on July 1, 2011.

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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