### Edgar Filing: Chandler Scott A - Form 4

Form 4										
February 12, 200									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							• омв	3235-0287		
Check this box	VV ê	asnington	, D.C. 20	1549		Number:	January 31,			
if no longer subject to Section 16. Form 4 or	STATEN	AENT OI	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES					Expires: Estimated burden hou response	2005 average urs per	
Form 5 obligations may continue. See Instruction 1(b).	Section 17(	(a) of the I	Public U	Jtility Ho	lding Cor		inge Act of 1934, t of 1935 or Section 1940	on		
(Print or Type Respo	nses)									
1. Name and Address of Reporting Person <u>*</u> Chandler Scott A			2. Issuer Name <b>and</b> Ticker or Trading Symbol INFINERA CORP [INFN]			-	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (	Middle)		of Earliest T	-	-	(Che	ck all applicabl	e)	
C/O INFINERA CORPORATIO DRIVE		Ą		Day/Year)			Director X Officer (giv below) VP,		% Owner her (specify es	
SUNNYVALE,	(Street) CA 94089			endment, D onth/Day/Yea	-	1	6. Individual or . Applicable Line) _X_ Form filed by Form filed by Person		erson	
(City)	(State)	(Zip)	Tal	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	Execution any	ed Date, if	3.	4. Securit onAcquired Disposed	ies (A) or of (D)	5. Amount of Securities	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
				Code V	Amount	(D) Price	(IIISU: 5 and 4)			
Reminder: Report or	n a separate line	e for each cla	ass of sec	urities bene	-	-	-			
					inforn requi	nation con red to resp iys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					posed of, or convertible	· Beneficially Owner securities)	I		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Secu

1

#### Edgar Filing: Chandler Scott A - Form 4

Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year	;)	(Instr. 3 and	4)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An or Nu of
Employee Stock Option (right to buy)	\$ 7.11	02/10/2009		А	75,000	03/10/2009(1)	02/10/2019	Common Stock	75
Performance share units	(2)	02/10/2009		А	75,000	02/10/2012 <u>(3)</u>	02/10/2012	Common Stock	75
Performance share units	<u>(2)</u>	02/10/2009		А	37,500	02/10/2012(4)	02/10/2013	Common Stock	37

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
I S S S S S S S S S S S S S S S S S S S	Director	10% Owner	Officer	Other			
Chandler Scott A C/O INFINERA CORPORATION 169 JAVA DRIVE SUNNYVALE, CA 94089			VP, Worldwide Sales				
Signatures							
/s/ Michael O. McCarthy, by power of attorney		02/12/2009					
**Signature of Reporting Person		I	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 option vests monthly over a period of twenty-four months beginning on March 10, 2009.
- (2) Each performance share unit represents a contingent right to receive one share of INFN common stock.

The reported performance share units entitle the Reporting Person to receive shares of common stock based on INFN's stock price performance as compared to NASDAQ. The amount of shares to be awarded is subject to adjustment within a range of 0.5x-2.0x payout

(3) of shares based upon the change in INFN's stock price as measured against the change of the NASDAQ. The measurement periods are a comparison of the six month average between July 1 and December 31, 2011 as compared to the 30 day trailing average as of December 31, 2008.

The reported performance share units entitle the Reporting Person to receive shares of common stock based on INFN's stock price performance as compared to NASDAQ. The performance units vest in two equal annual installments following each measurement period beginning on February 10, 2012. The amount of shares to be awarded is subject to adjustment within a range of 0.5x-2.0x payout of

(4) beginning on reordary 10, 2012. The amount of shares to be awarded is subject to adjustment within a range of 0.5x-2.0x payout of shares based upon the change in INFN's stock price as measured against the change of the NASDAQ. The measurement period is a comparison of the six month average between July 1 and December 31, 2011 and the six month average between July 1 and December 31, 2012 as compared to the 30 day trailing average as of December 31, 2008.

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

### Edgar Filing: Chandler Scott A - Form 4

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.