INFINERA CORP

Form 4 February 26, 2009

FORM 4

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

OMB Number: 3235-0287

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Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

0.5

OMB APPROVAL

Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **BALKANSKI ALEXANDRE** Issuer Symbol INFINERA CORP [INFN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ Director 10% Owner Officer (give title Other (specify C/O INFINERA 02/24/2009 below)

C/O INFINERA CORPORATION, 169 JAVA DRIVE

(Street) 4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

X_ Form filed by One Reporting Person
Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

SUNNYVALE, CA 94089

(City)	(State)	(Zip) Tab	le I - Non-	Derivative S	Securi	ties Acquii	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie omr Disposed (Instr. 3, 4 a	d of (Ľ))	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)
Common Stock	02/24/2009		P	390,000	A	\$ 6.8021 (1)	2,962,907	I	See footnote.
Common Stock	02/25/2009		P	128,100	A	\$ 7.1421 (3)	3,091,007	I	See footnote.
Common Stock	02/26/2009		P	97,100	A	\$ 7.1367 (4)	3,188,107	I	See footnote.
Common							2,657,763	I	See

Stock footnote. (5)

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

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SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration		Number		
						Exercisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BALKANSKI ALEXANDRE							
C/O INFINERA CORPORATION	v						

169 JAVA DRIVE SUNNYVALE, CA 94089

Signatures

/s/ Michael O. McCarthy, as power of attorney 02/26/2009

**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).

The purchase price reported in column 4 of Table 1 represents the weighted average purchase price of the shares ranging from \$6.69 to \$7.25 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price.

(2)

Reporting Owners 2

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Shares are held directly by Benchmark Capital Partners VI, L.P., as nominee ("BCP VI"). The Reporting Person is a managing member of Benchmark Capital Management Co. VI, L.L.C. ("BCMC VI"), the general partner of BCP VI, and may be deemed to share voting and dispositive power over the shares that may be deemed beneficially held by BCMC VI. The Reporting Person disclaims beneficial ownership of all such shares except to the extent of his pecuniary interest therein.

- The purchase price reported in column 4 of Table 1 represents the weighted average purchase price of the shares ranging from \$7.01 to (3) \$7.45 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price.
- The purchase price reported in column 4 of Table 1 represents the weighted average purchase price of the shares ranging from \$7.05 to (4) \$7.23 per share. Upon request by the Commission staff, the Issuer, or a security holder of the Issuer, the Reporting Person will provide full information regarding the number of shares purchased at each separate price.
- Shares are held directly by Benchmark Capital Partners IV, L.P., as nominee ("BCP IV"). The Reporting Person is a managing member of
 Benchmark Capital Management Co. IV, L.L.C. ("BCMC IV"), the general partner of BCP IV, and may be deemed to share voting and
 dispositive power over the shares that may be deemed beneficially held by BCMC IV. The Reporting Person disclaims beneficial
 ownership of all such shares except to the extent of his pecuniary interest therein.

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.