Welch David F Form 4 August 12, 2009

## FORM 4

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

Check this box if no longer subject to Section 16.

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average burden hours per

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**OMB APPROVAL** 

3235-0287

0.5

Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 \* Welch David F Symbol (Last) (First) (Middle) 3. Date of Earliest Transaction

C/O INFINERA CORPORATION, 169 JAVA **DRIVE** 

(Street)

2. Issuer Name and Ticker or Trading

INFINERA CORP [INFN]

(Month/Day/Year) 08/10/2009

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)

Chief Mktg & Strategy Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

SUNNYVALE, CA 94089

(City)	(State)	Zip) Table	e I - Non-D	Derivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	(A) or	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					11,177 <u>(1)</u>	D	
Common Stock					1,205,844	I	See footnote (2)
Common Stock					341,178 (3)	I	See footnote (4)
Common Stock					553,750	I	See footnote (5)
Common Stock					500,000	I	See footnote (6)

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Common Stock 2,500 I See footnote  $\frac{(7)}{2}$ 

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 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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
	Employee Stock Option (right to buy)	\$ 7.45	08/10/2009		A	150,000	<u>(8)</u>	08/10/2019	Common Stock	150,00
į	Restricted Stock Units	<u>(9)</u>	08/10/2009		A	75,000	<u>(10)</u>	<u>(11)</u>	Common Stock	75,000

# **Reporting Owners**

Reporting Owner Name / Address

Pinton 1007 October 1007

Director 10% Owner Officer Other

Welch David F

C/O INFINERA CORPORATION 169 JAVA DRIVE

SUNNYVALE, CA 94089

Chief Mktg & Strategy Officer

## **Signatures**

/s/ by Michael O. McCarthy, by power of attorney 08/12/2009

\*\*Signature of Reporting Person Date

Reporting Owners 2

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## **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) Excludes 4,480 shares previously held by the Reporting Person which were re-registered on July 31, 2009 and are now held directly by the Welch Family Trust Dtd 4/3/1996.
- (2) Shares held directly by LRFA, LLC of which the Reporting Person is the sole managing member.
- (3) Includes 4,480 shares previously held directly by the Reporting Person which were re-registered on July 31, 2009 and are now held directly by the Welch Family Trust Dtd 4/3/1996.
- (4) Shares held directly by the Welch Family Trust, dated 4/3/96 for which the Reporting Person serves as trustee.
- (5) Shares held directly by SEI Private Trust Company, Trustee of the Welch Family Heritage Trust I u/l dated 9/24/01.
- (6) Shares held directly by Welch Group, L.P. of which the Reporting Person is the general partner.
- Shares held directly by the Reporting Person as a trustee for his minor children. The Reporting Person disclaims beneficial ownership of the shares held in trust for his minor children, and this report shall not be deemed an admission that the Reporting Person is the
- the shares held in trust for his minor children, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held in trust for his minor children for purposes of Section 16 or for any other purpose.
- (8) The option vests in twenty-four equal monthly installments beginning on September 10, 2009.
- (9) Each restricted stock unit represents a contingent right to receive one share of INFN common stock.
- (10) The restricted stock units will fully vest on April 1, 2011.
- (11) Not applicable.

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.