

Fallon Thomas J  
Form 4  
October 12, 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 \*  
Fallon Thomas J

(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)  
09/24/2010

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)  
President & CEO

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	07/28/2010		G	V	8,330	D	\$ 0	284,648	I	See footnote <u>(1)</u>
Common Stock	09/23/2010		G	V	10,000	D	\$ 0	275,214 <u>(2)</u>	I	See footnote <u>(1)</u>
Common Stock	09/24/2010		J <sup>(3)</sup>		924	A	\$ 0	276,138	I	See footnote <u>(1)</u>
Common Stock								0 <u>(4)</u>	D	
Common Stock								107,454	I	See footnote <u>(5)</u>



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- (2) Includes 566 shares previously held directly by the Reporting Person which were re-registered on August 16, 2010 and are now held directly by the Fallon Family Trust.
- (3) Shares acquired pursuant to a pro rata distribution from Benchmark Founders' Fund VI, L.P. of which the Reporting Person is a limited partner.
- (4) Excludes 566 shares acquired by the Reporting Person under the Infinera Corporation Employee Stock Purchase Plan on August 16, 2010 which were re-registered on August 16, 2010 and are now held directly by the Fallon Family Trust.
- (5) Shares held directly by the Shannon F. Fallon 2008 Annuity Trust A for which the Reporting Person serves as trustee.
- (6) Shares held directly by the Thomas J. Fallon 2008 Annuity Trust A for which the Reporting Person serves as trustee.
- (7) 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 trusts 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 trusts for his minor children for purposes of Section 16 or for any other purpose. Trust.

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.