

INFINERA CORP
Form 4
January 03, 2008

FORM 4

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

OMB APPROVAL

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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 *
Chandler Scott A

(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)
01/02/2008

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)
VP, Worldwide Sales

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)
Common Stock	01/02/2008		M			364	\$ 0.76	364	D	
Common Stock	01/02/2008		M			1,368	\$ 1.32	1,732	D	
Common Stock	01/02/2008		M			19,184	\$ 2	20,916	D	
Common Stock	01/02/2008		M			13,435	\$ 2.24	34,351	D	
Common Stock	01/02/2008		M			16,497	\$ 13	50,848	D	

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Common Stock	01/02/2008	S ⁽¹⁾	7,500	D	\$ 14.61	43,348	D
Common Stock	01/02/2008	S ⁽¹⁾	19,487	D	\$ 14.65	23,861	D
Common Stock	01/02/2008	S ⁽¹⁾	5,500	D	\$ 14.75	18,361	D
Common Stock	01/02/2008	S ⁽¹⁾	7,000	D	\$ 14.85	11,361	D
Common Stock	01/02/2008	S ⁽¹⁾	1,266	D	\$ 15.04	10,095	D
Common Stock	01/02/2008	S ⁽¹⁾	2,380	D	\$ 15.07	7,715	D
Common Stock	01/02/2008	S ⁽¹⁾	1,798	D	\$ 15.08	5,917	D
Common Stock	01/02/2008	S ⁽¹⁾	151	D	\$ 15.09	5,766	D
Common Stock	01/02/2008	S ⁽¹⁾	1,316	D	\$ 15.1	4,450	D
Common Stock	01/02/2008	S ⁽¹⁾	50	D	\$ 15.11	4,400	D
Common Stock	01/02/2008	S ⁽¹⁾	1,899	D	\$ 15.13	2,501	D
Common Stock	01/02/2008	S ⁽¹⁾	1,235	D	\$ 15.18	1,266	D
Common Stock	01/02/2008	S ⁽¹⁾	1,266	D	\$ 15.2	0	D

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

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(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. 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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Title

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- (4) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on July 29, 2006 and one forty-eighth of the shares shall vest monthly thereafter.
- (5) The option is subject to an early exercise provision and is immediately exercisable. One forty-eighth of the shares subject to the option vested on June 27, 2004 and one forty-eighth of the shares shall vest monthly thereafter.
- (6) The option vests in sixty equal monthly installments beginning on May 24, 2007.

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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